

ANDREWS • YOUNG

MARVEL

SPIDER-MAN

LEGEND OF THE SPIDER-CLAN



Pat Duke
PAT DUKE



A STUNNING REINVENTION OF MARVEL'S GREATEST HERO!

Student by day, masked ninja by night: Peter Parker is not your average teenager. When Peter puts on that Spider-Man costume, the problems of his daily life seem farther and farther away. If this sounds like the Spider-Man you already know, think again. By giving this famous character a manga spin, superstar creators including Kaare Andrews and Skottie Young give a whole new flavor to an American icon! From the art to characters to story themes, the effect is like seeing your favorite hero for the very first time!

Collecting Marvel Mangaverse: Spider-Man (2002), Spider-Man: Legend of The Spider-Clan #1-5 and Spider-Man Family Featuring Spider-Clan #1 — written by Kaare Andrews and C.B. Cebulski; and illustrated by Kaare Andrews, Skottie Young and Khary Randolph.



SPIDER-MAN

LEGEND OF THE SPIDER-CLAN

SPIDER-MAN

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MARVEL MANGAVERSE: SPIDER-MAN

KAARE ANDREWS

Writer & Artist

RUSTY BEACH

Assists

DAVE McCAIG

Colorist

**RICHARD STARKINGS &
OSCAR GONGORA**

Comicraft's Letterers

KAARE ANDREWS

Cover Art

SPIDER-MAN: LEGEND OF THE SPIDER-CLAN

KAARE ANDREWS

Writer

**SKOTTIE YOUNG with
KHARY RANDOLPH (#5)**

Pencillers

**SKOTTIE YOUNG (#1) &
PIERRE-ANDRE DERY (#2-5)**

Inkers

**PAT DUKE with
BRIAN REBER (#3)
and GRAFIKSISMIK & GURU-eFX (#5)**

Color Artists

DAVE SHARPE (#1-2, #4-5)

& CORY PETIT (#3)

Letterers

**SKOTTIE YOUNG (#1-2, #4) with
PAT DUKE (#2) & STUDIO F (#4)
and KAARE ANDREWS (#3, #5)**

Cover Art

SPIDER-MAN FAMILY FEATURING SPIDER-CLAN

C.B. CEBULSKI

Writer

SKOTTIE YOUNG

Artist

**SKOTTIE YOUNG &
JEAN-FRANCOIS BEAULIEU**

Color Artist

VC's GENT

Letterer

SKOTTIE YOUNG

Cover Art

**BRIAN SMITH, C.B. CEBULSKI
& JOHN BARBER**

Editors

RALPH MACCHIO

Consulting Editor

SPIDER-MAN created by STAN LEE & STEVE DITKO

Collection Editor
DANIEL KIRCHHOFFER

Talent Relations Specialist
LISA MONTALBANO

Director, Production & Special Projects
JENNIFER GRÜNVALD

VP, Production & Special Projects
JEFF YOUNGQUIST

Book designer
SARAH SPADACCINI

Manager & Senior Designer
ADAM DEL RE

Lead Designer
JAY BOWEN

VP, Print & Digital Publishing
DAVID GABRIEL

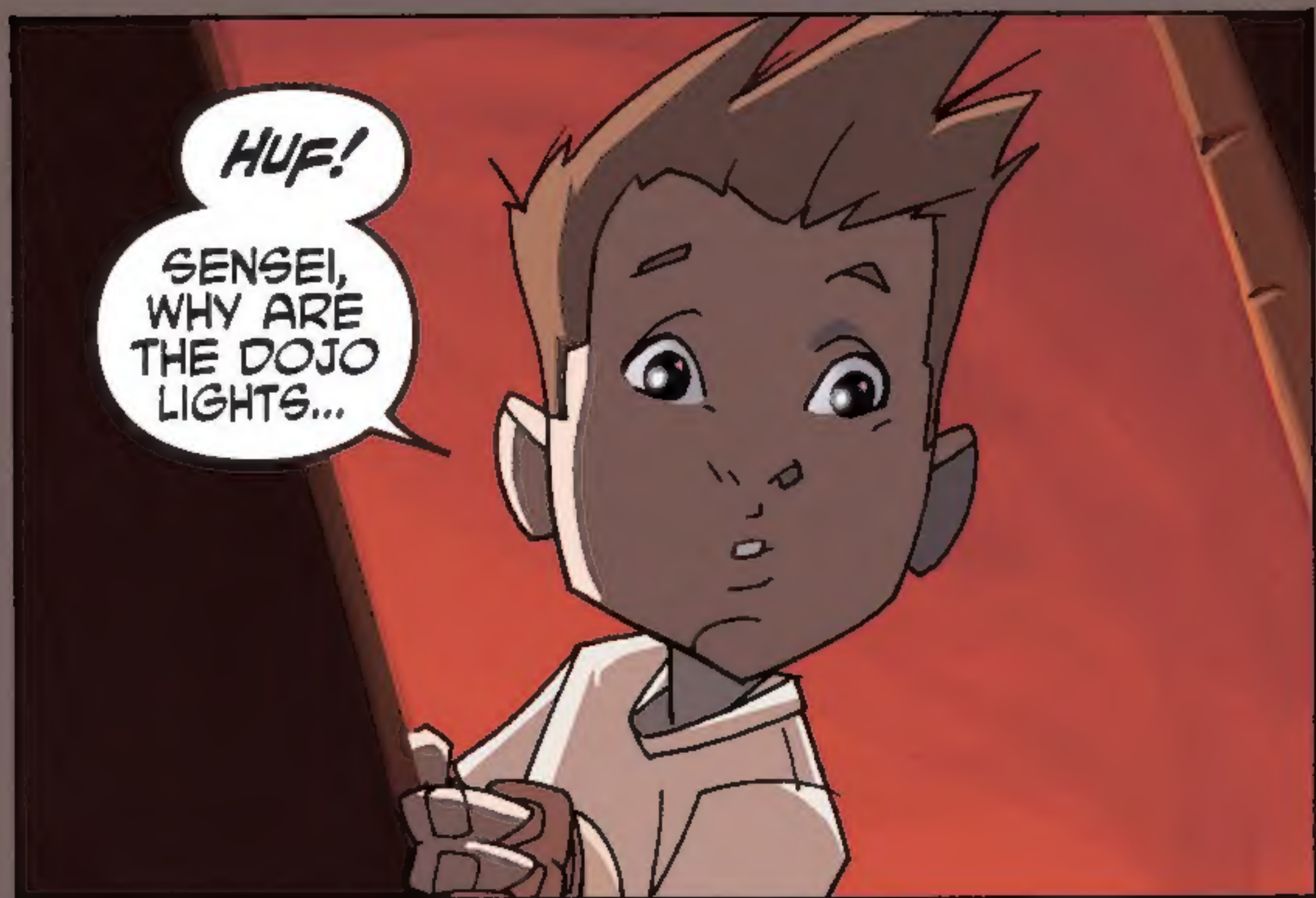
Editor in Chief
C.B. CEBULSKI

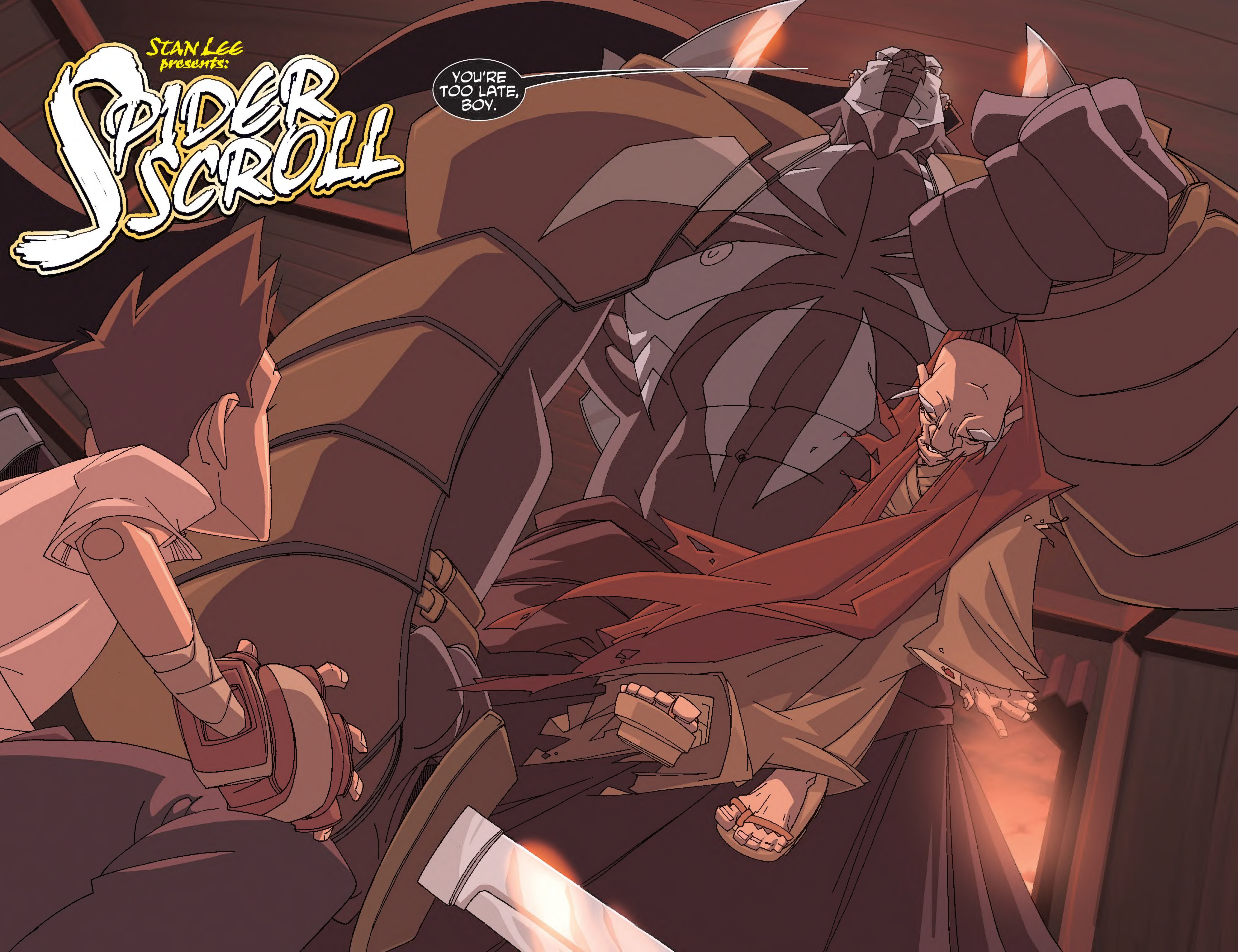
Sr. Manager, Digital
TIM SMITH 3

Digital Production
MEGHAN O'LEARY & RACHEL YOUNG

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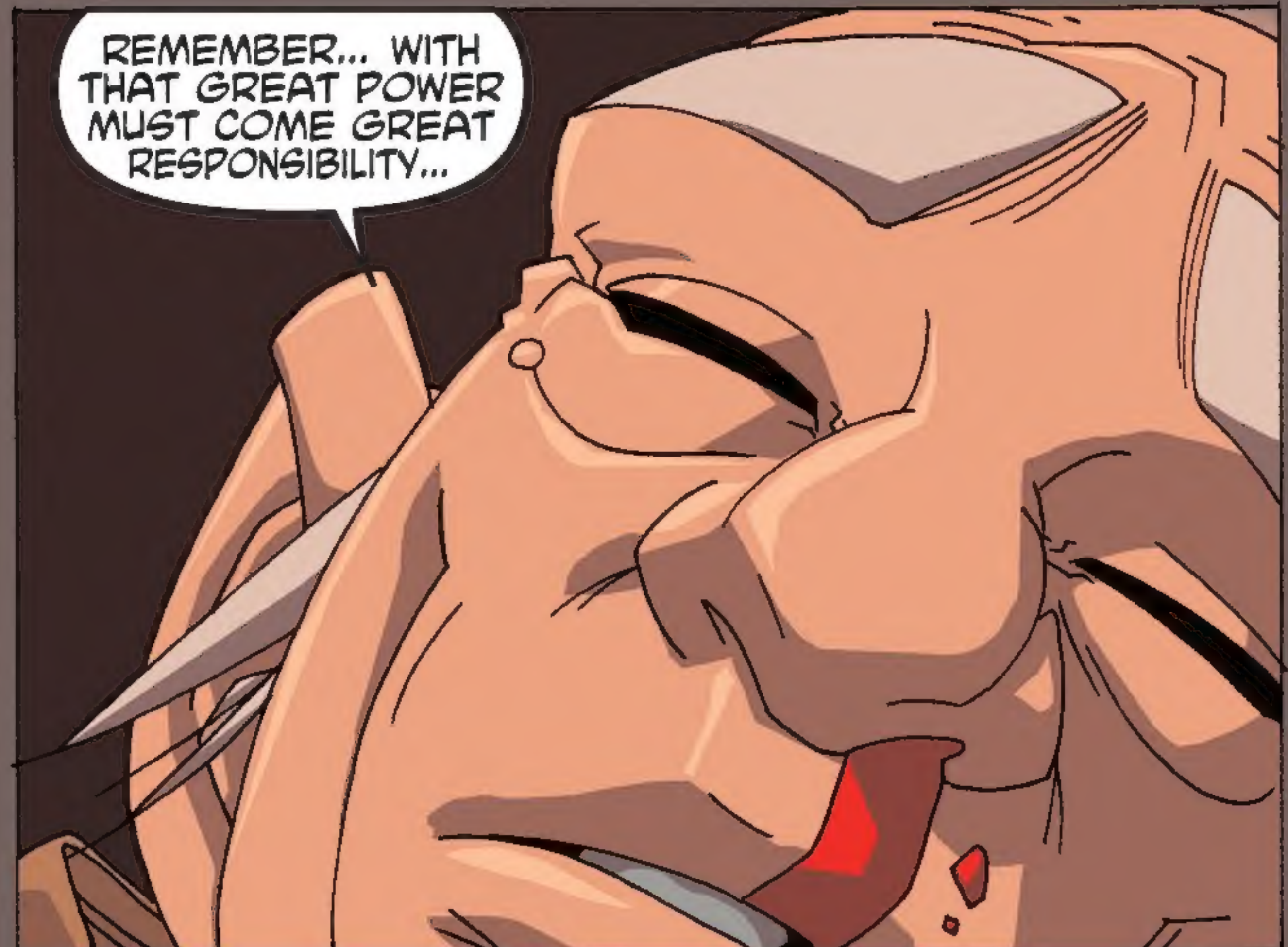
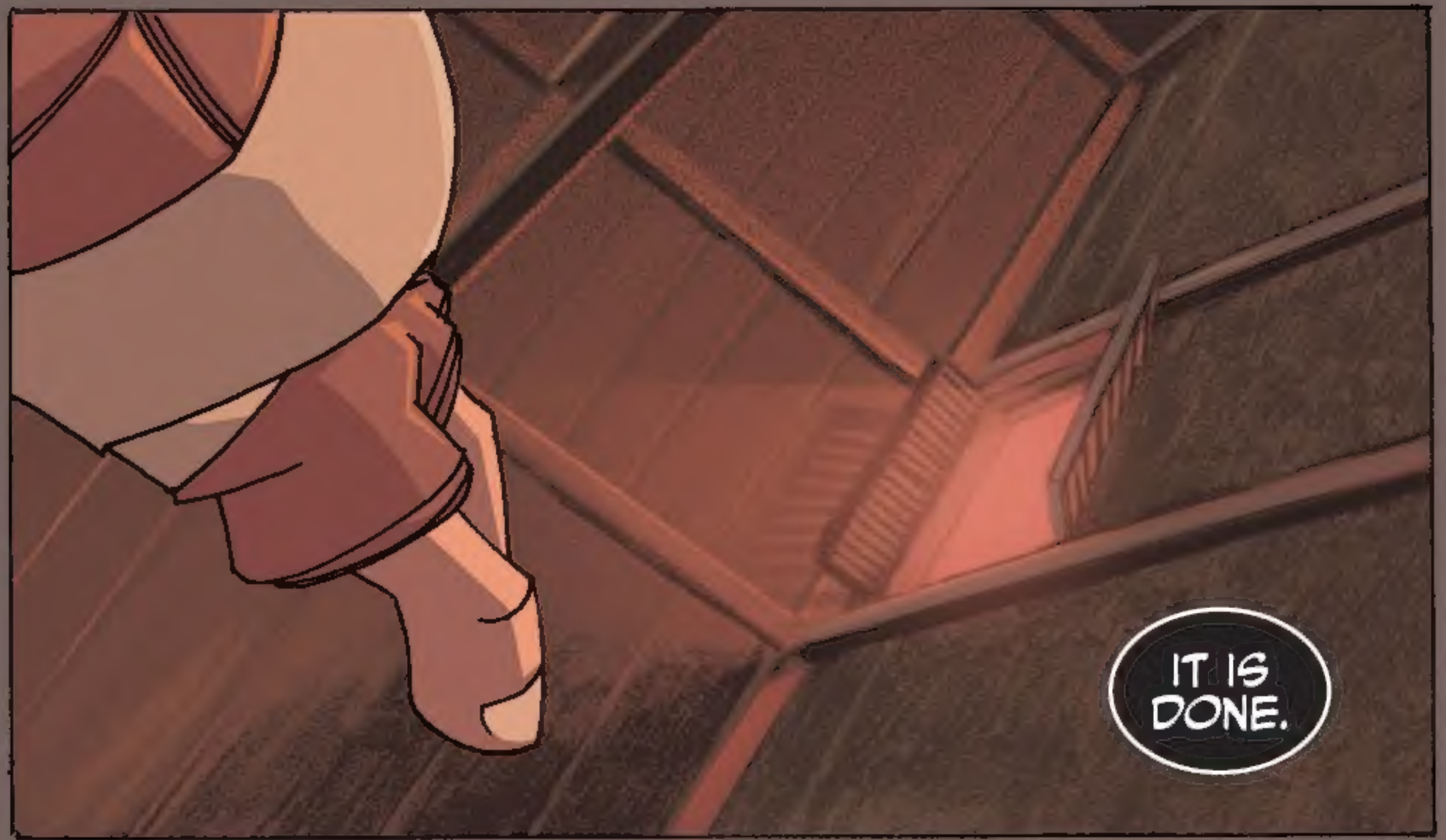
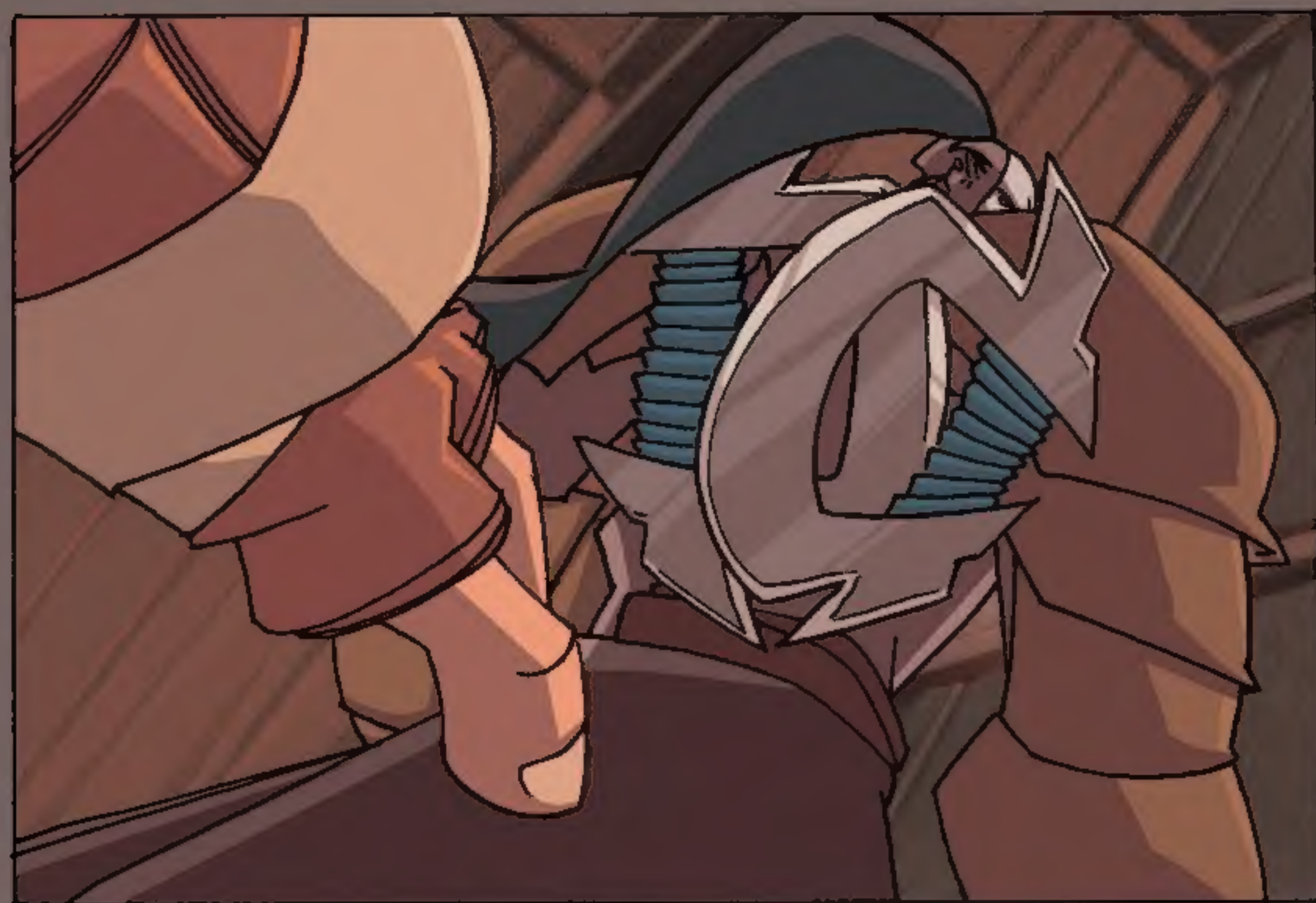
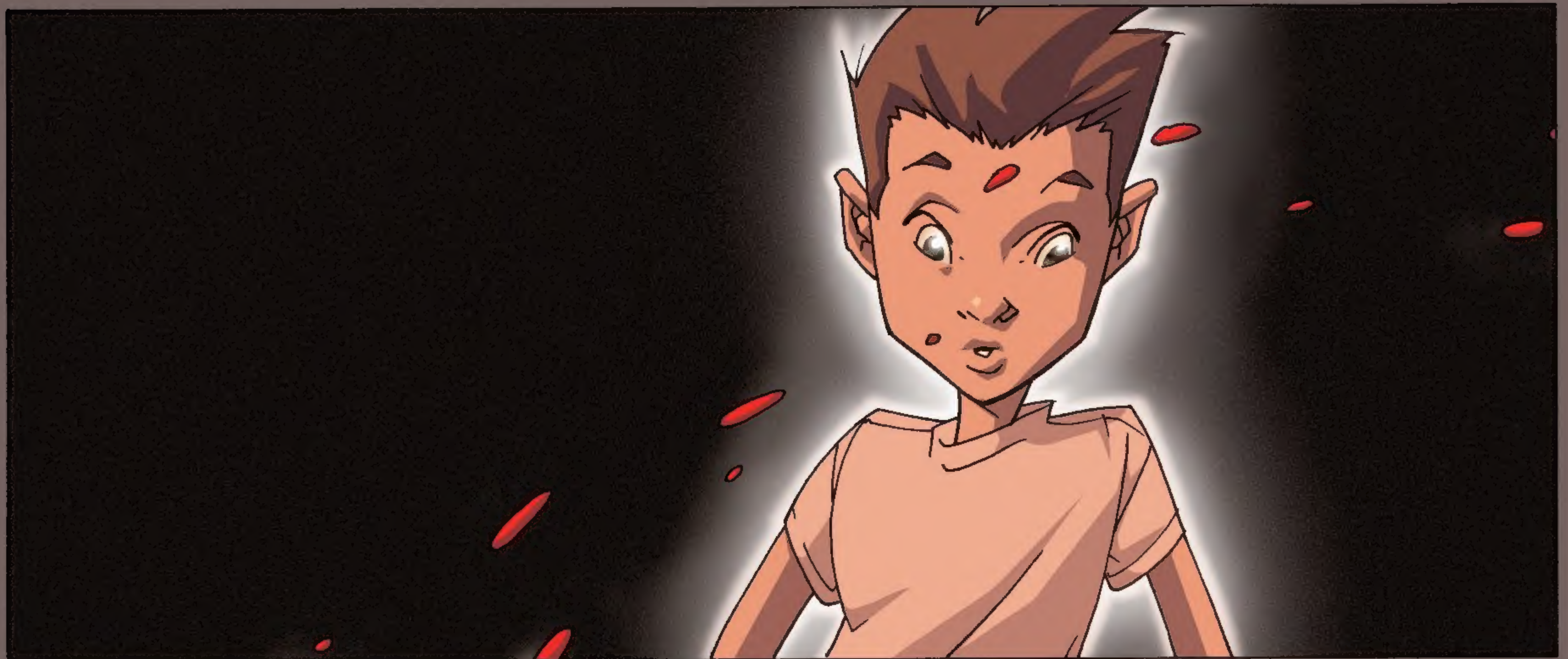
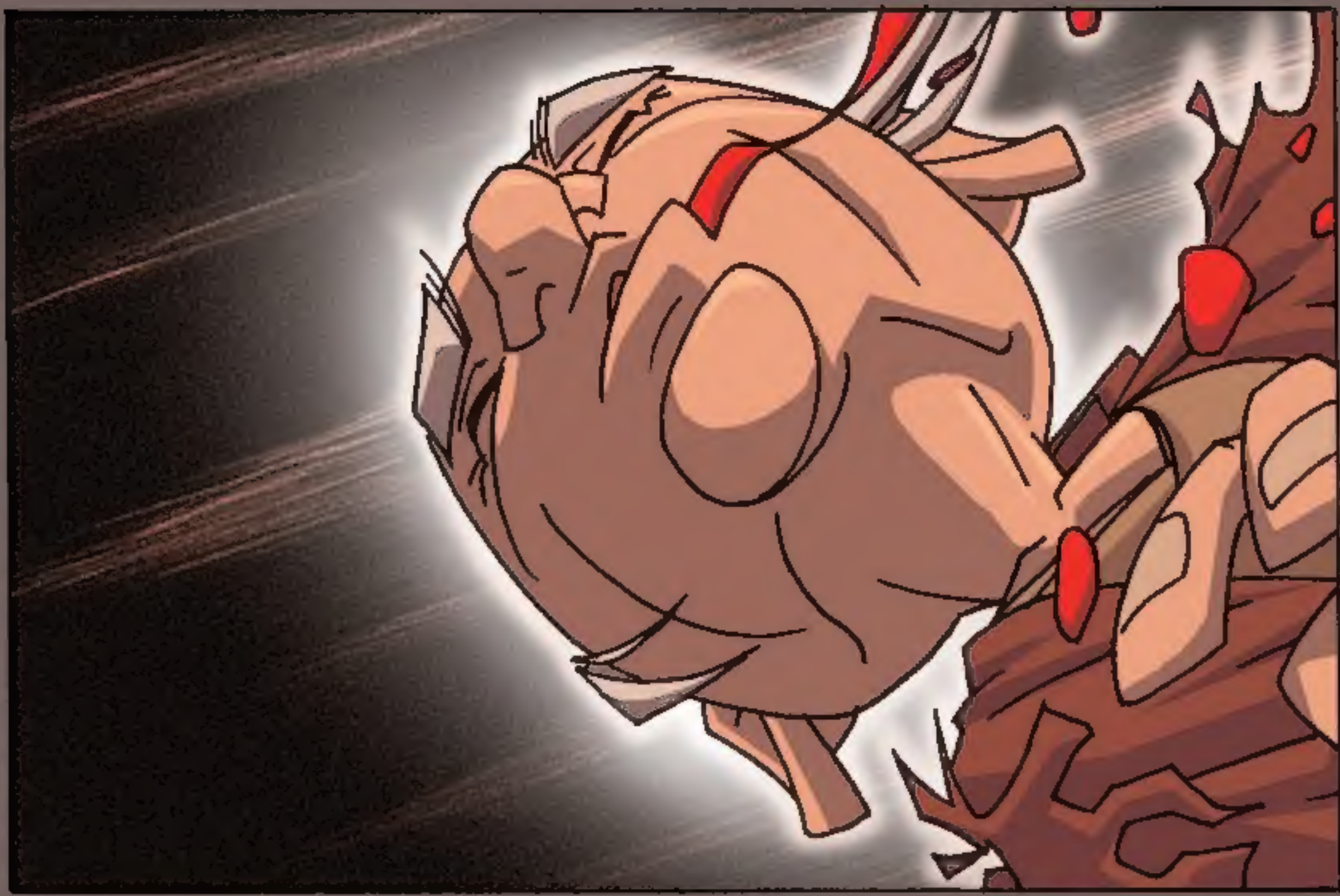




STAN LEE
presents:

SPIDER SCROLL

YOU'RE
TOO LATE,
BOY.



SENSEEE!!!



EEEEEE!!!



THE OCTOPI IS ONE OF NATURE'S MOST MISUNDERSTOOD...
EEP!



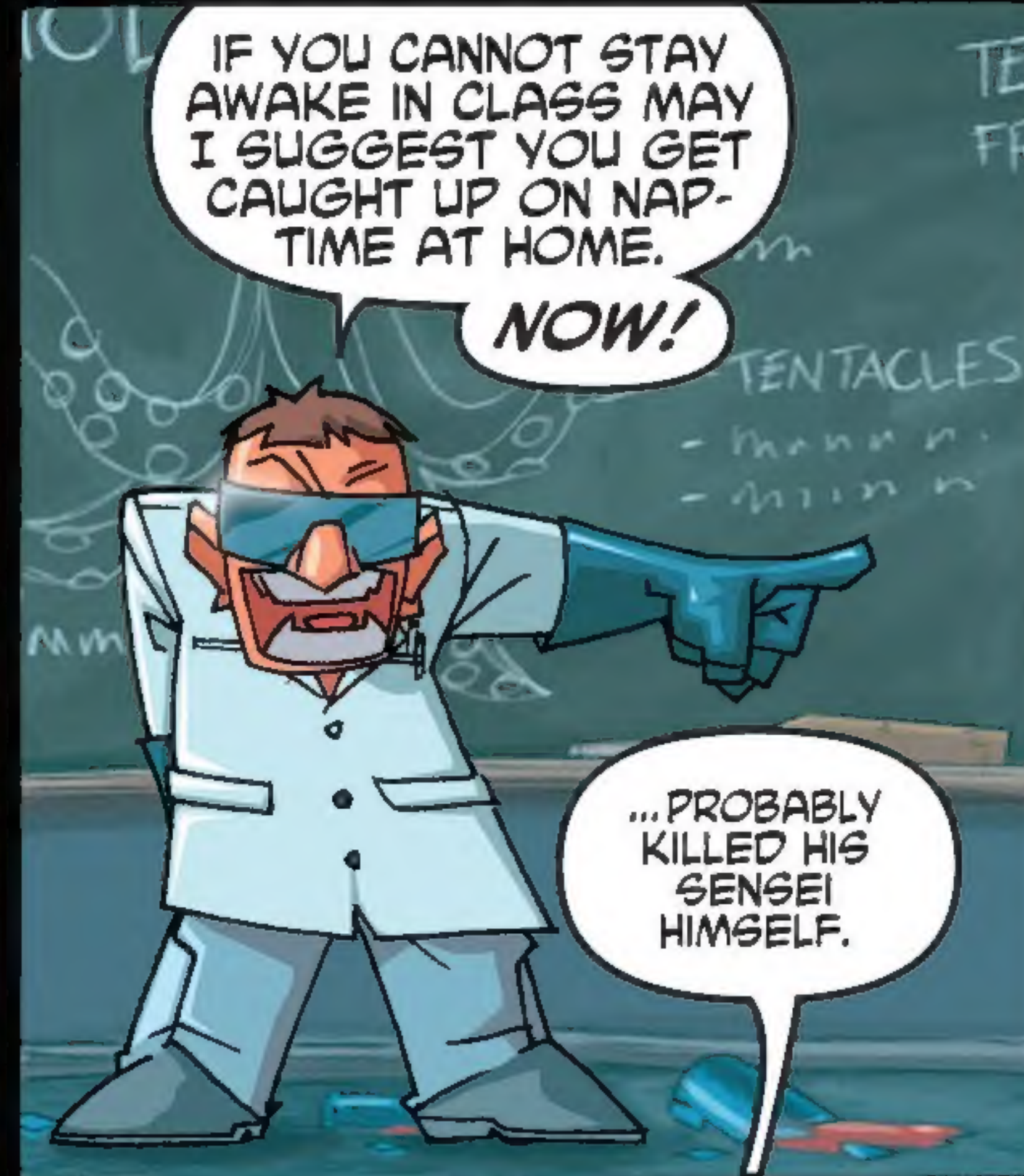
...
THERE GOES PARKER AGAIN.



MR. PARKER! I KNOW ALL ABOUT YOUR SITUATION BUT I WILL NOT TOLERATE THESE DISTURBANCES!

I...

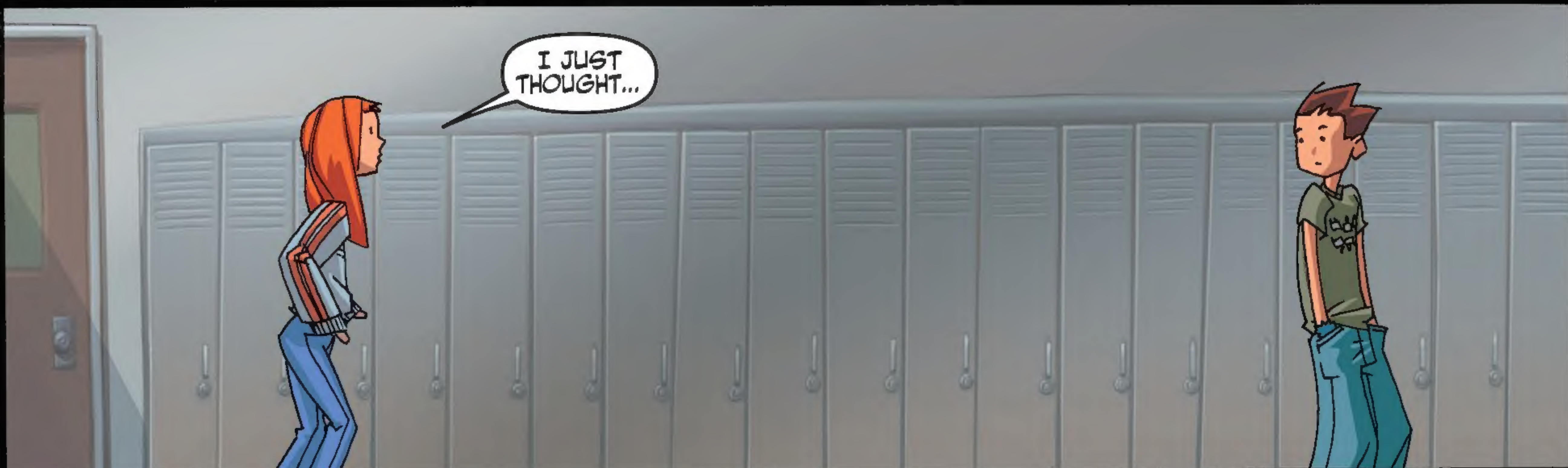
...WHATTA FREAK!



IF YOU CANNOT STAY AWAKE IN CLASS MAY I SUGGEST YOU GET CAUGHT UP ON NAP-TIME AT HOME.

NOW!

...PROBABLY KILLED HIS SENSEI HIMSELF.





SO UNLIKE YOU, VENOM.
TO LEAVE A JOB UNFINISHED
LIKE THIS. THE OLD MAN IS
DEAD, BUT... THERE STILL
REMAINS ONE.



THE BOY?
HE'S BARELY
HALFWAY
THROUGH HIS
TRAINING.

AS LONG AS THE SPIDER
CLAN BREATHES LIFE OF
ANY DEGREE WE, THE KUJI
KURI, ARE THREATENED.
I HAVE FORESEEN
IT.

THE BOY
WILL NOT BE
HARMED.

YOU
FORGET
YOURSELF,
VENOM.



YOU
FORGET YOUR
AUTHORITY KINGPIN.
I AM RONIN, NOT
SOME LAPDOG
ASSASSIN.

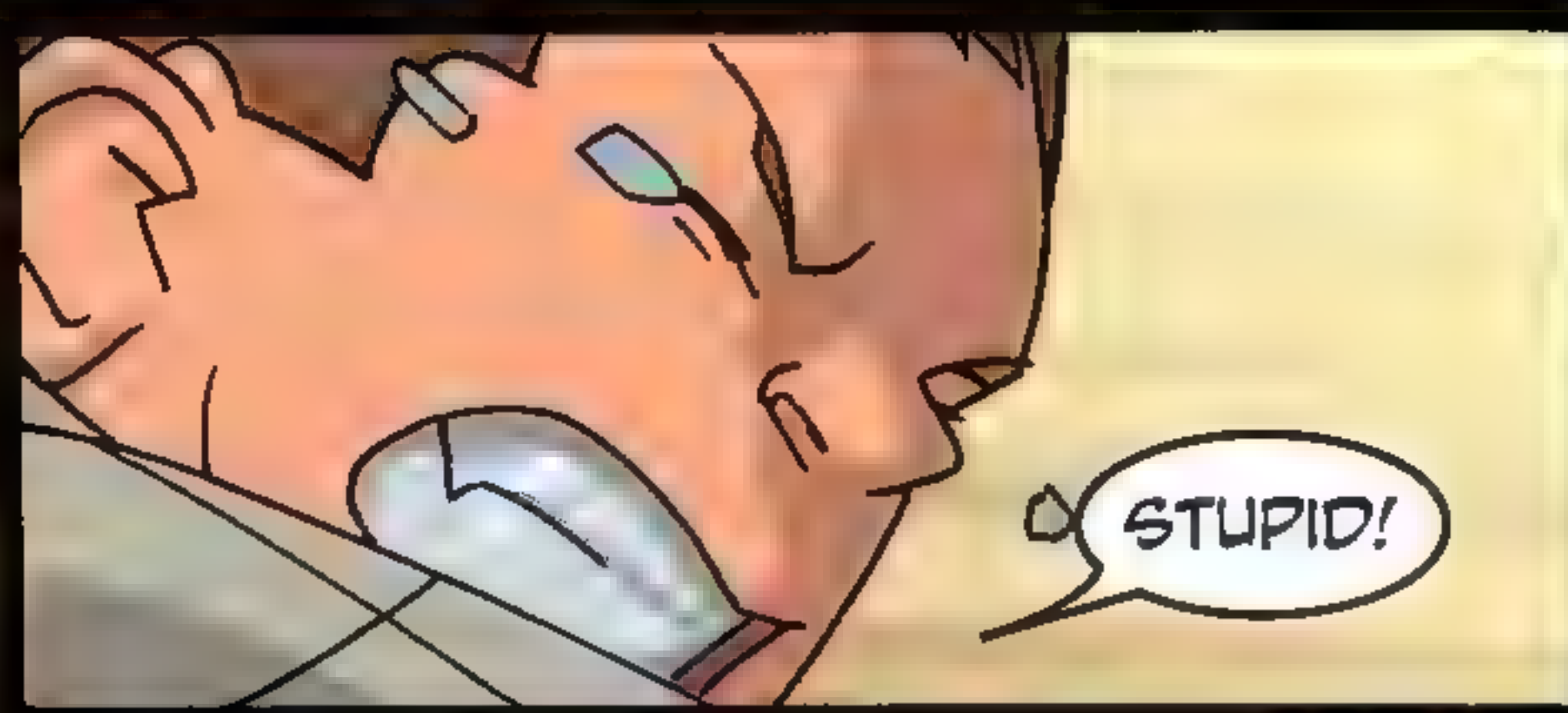
MY AUTHORITY?
MY AUTHORITY IS
WEALTH, STRENGTH...
POWER. YOU WILL
KILL THE BOY, FOR THE
VERY SAME REASONS
THAT YOU KILLED
HIS SENSEI.

ITS POWER
YOU CRAVE VENOM.
ITS POWER THAT FEEDS
THE DARK EMPTINESS
IN YOUR SOUL. AND I AM
THE ONLY ONE THAT
CAN GIVE IT YOU.





HIYYAAAAA!



STUPID!

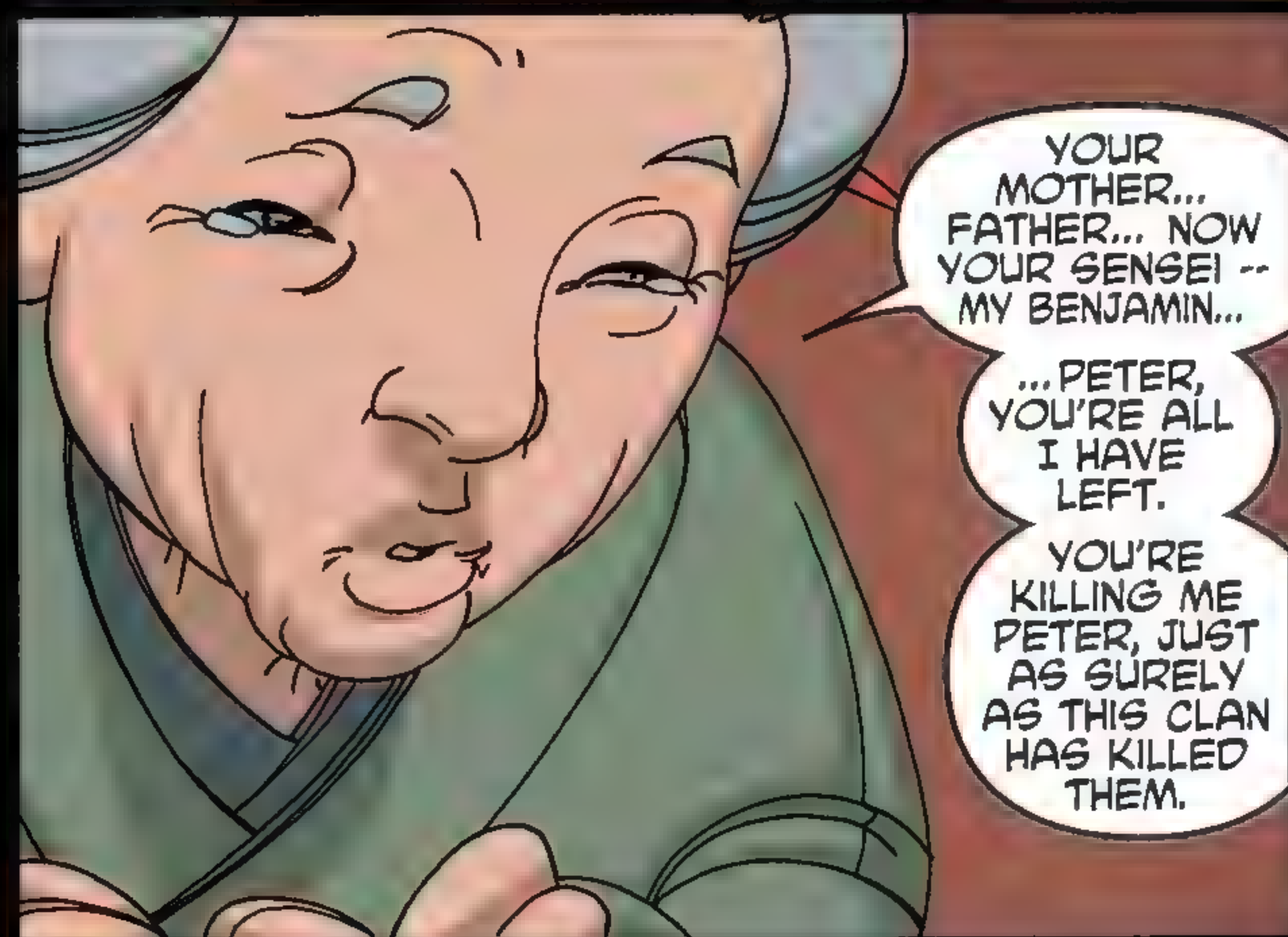


STUPID!



AAUUGH!!

PETER,
NO! YOU
PROMISED
ME.



YOUR
MOTHER...
FATHER... NOW
YOUR SENSEI --
MY BENJAMIN...

...PETER,
YOU'RE ALL
I HAVE
LEFT.

YOU'RE
KILLING ME
PETER, JUST
AS SURELY
AS THIS CLAN
HAS KILLED
THEM.



AUNT
MAY...



FIRST THING
TOMORROW I'LL
LOCK THE DOORS
TO THE DOJO. I'LL
STOP TRAINING.
I'M
SORRY.

PETER,
I LOVE
YOU SO
MUCH.



IT'S HARD, AUNT MAY, TO LOOK INTO YOUR EYES AND LIE TO YOU. BUT YOU DON'T UNDERSTAND. I'M NOT A GOOD PERSON. IT'S ALL MY FAULT.



I SHOULD HAVE BEEN THERE TO PROTECT HIM.



AT LEAST I CAN PROTECT YOU, MAY...



...FROM KNOWING WHAT I HAVE TO DO.



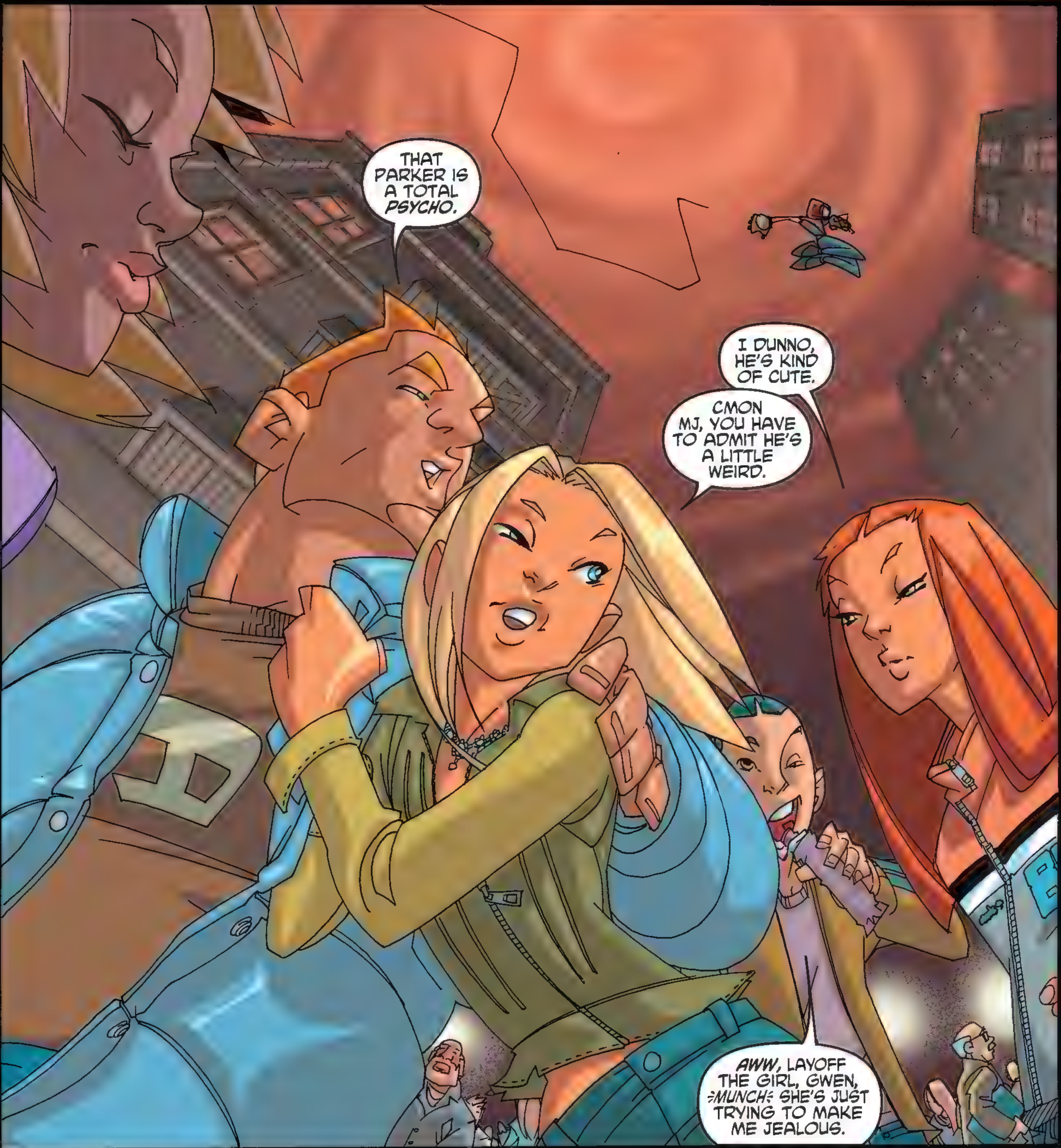
I'LL HIDE MY FACE...

...TRAIN IN SECRET.



I'LL FIND HIM, MAY.

I WILL FIND HIM AND I WILL AVENGE SENSEI'S DEATH.



THAT PARKER IS A TOTAL PSYCHO.

I DUNNO, HE'S KIND OF CUTE.

CMON MJ, YOU HAVE TO ADMIT HE'S A LITTLE WEIRD.

AWW, LAYOFF THE GIRL, GWEN, ~~MUNCH~~ SHE'S JUST TRYING TO MAKE ME JEALOUS.



IN YOUR DREAMS...

HUH?

WHAT THE...

ATTENTION CITIZENS. THERE HAS BEEN A CODE RED ALERT! YOU MUST LEAVE THE DOWNTOWN AREA IMMEDIATELY. REMAIN CALM AND DO SO IN AN ORDERLY FASHION. ATTENTION CITIZENS...

IS THIS A JOKE?

WHAT'S
GOING ON
DOWN
THERE?

YOU
SHOULD HAVE
HIDDEN MORE
THAN YOUR
FACE BOY.

**K
R
A
S
H**

VENOM!

ATTENTION
CITIZENS...

DEMON
FILTH!
SENSEI WILL BE
AVENGED!

PERHAPS
LITTLE ONE,
BUT NOT
TONIGHT.

COWARD.
YOU CANT HIDE
BEHIND THESE
JERKS!





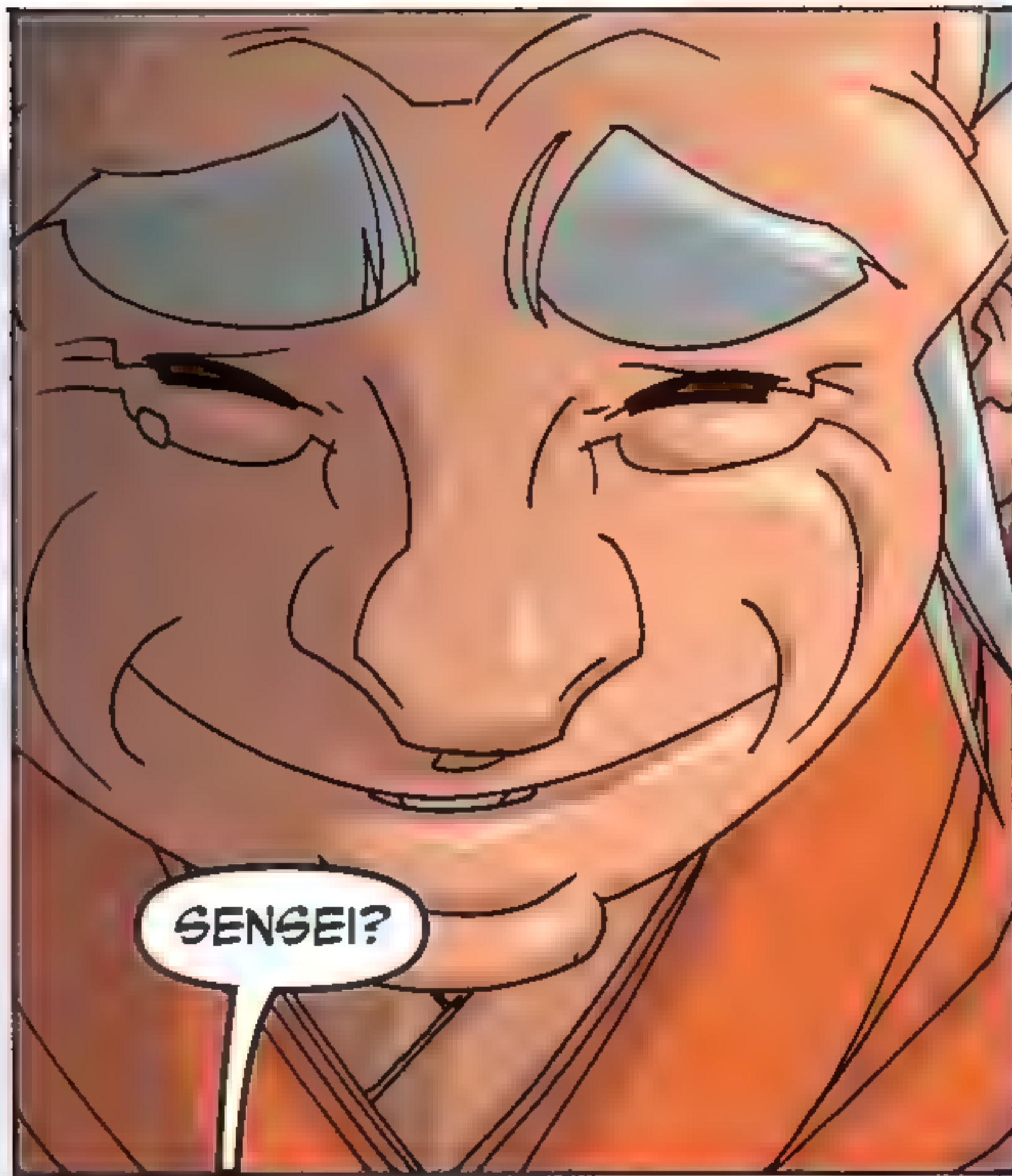
SHOW
ME.



AAAGGGHHH

...

DISAPPOINTING...
I WAS EXPECTING
MUCH MORE.
HOLD HIM DOWN --
I WILL END THIS
QUICKLY.



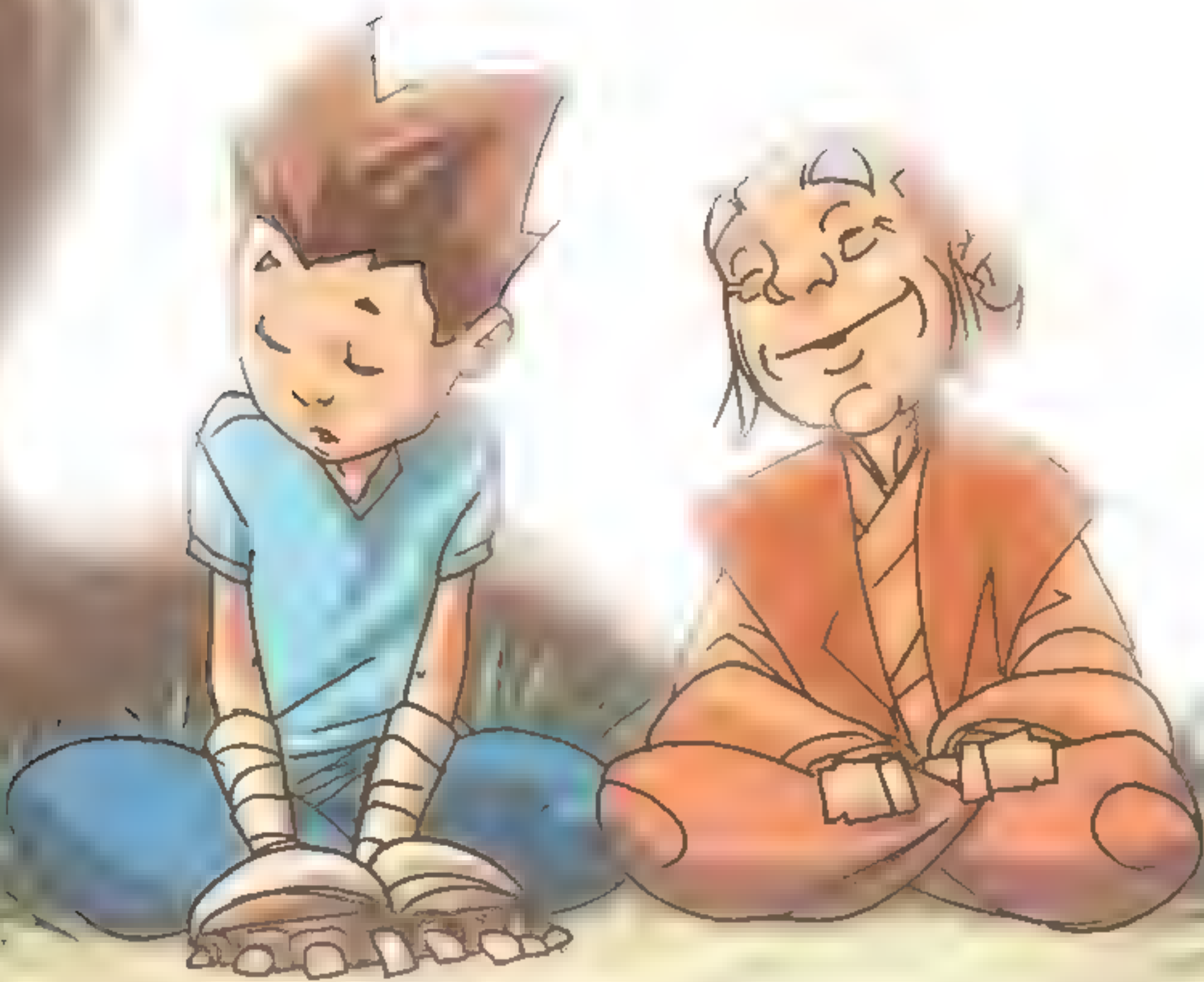
I -- I'VE FAILED YOU SENSEI... TWICE NOW. THERE WAS JUST TOO MANY OF THEM. I NEVER HAD THE POWER... I COULD NEVER HANDLE THE RESPONSIBILITY...

PETER. HOW CAN I TEACH SOMEONE WHO ALREADY HAS ALL OF LIFE'S ANSWERS?

I AM EXACTLY WHERE I MUST BE RIGHT NOW. THE TRUE MASTER HOLDS NOTHING BACK FROM LIFE; THEREFORE HE IS READY FOR DEATH, AS A MAN IS READY FOR SLEEP AFTER A GOOD DAY'S WORK.

BUT YOUR VENGEANCE...

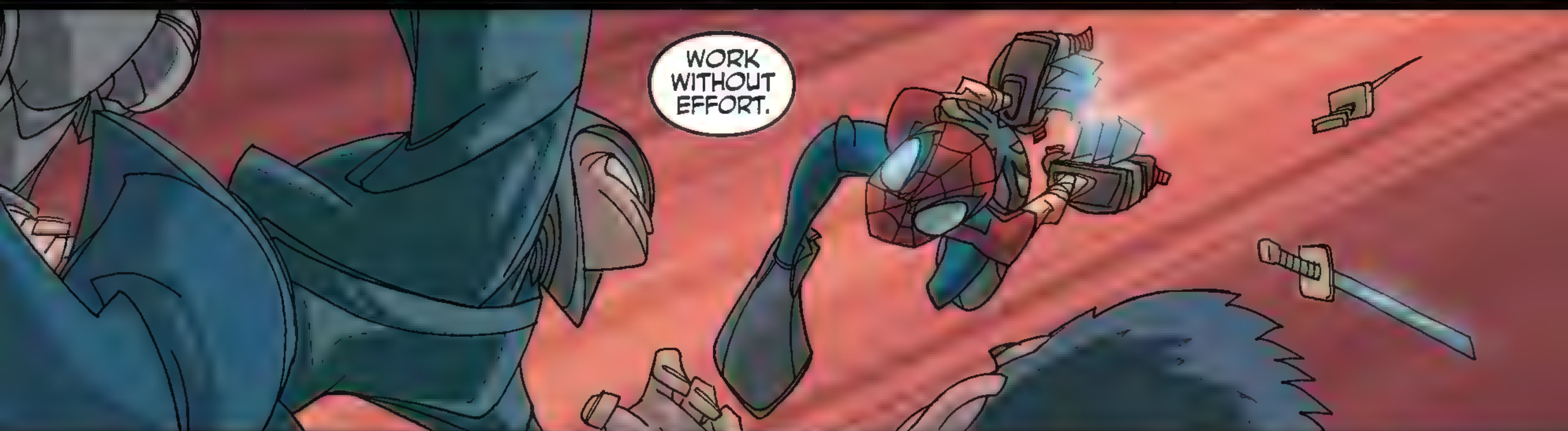
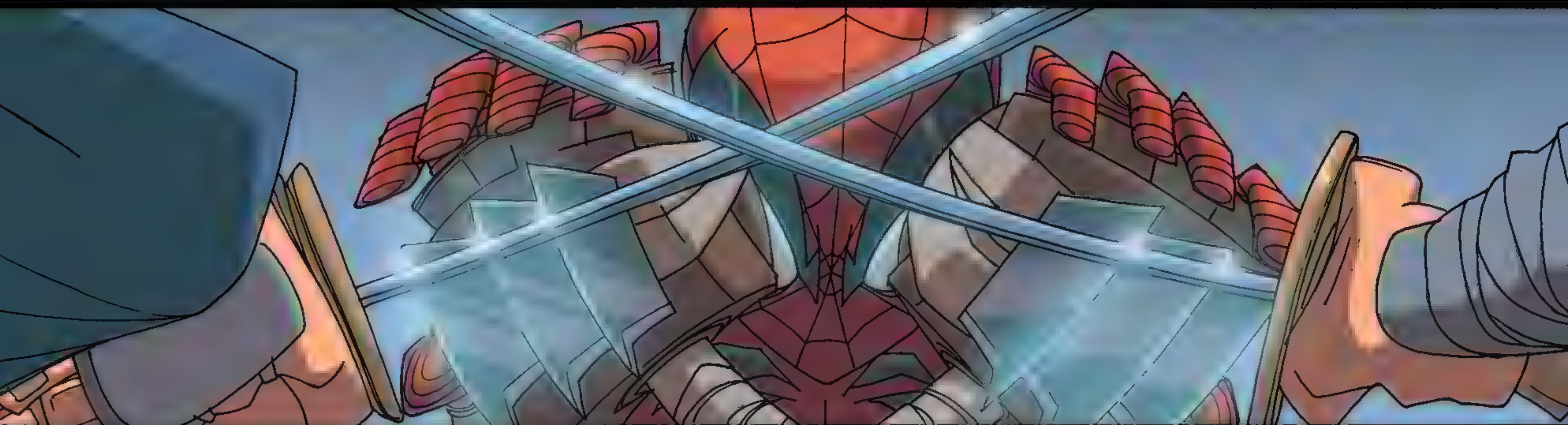
BY FOCUSING ON EVIL, PETER, YOU BEGIN THE JOURNEY TOWARDS EVIL YOURSELF. THE MASTER FOCUSES ON THE MOMENT, FOR IT IS IN THE MOMENT THAT HE LIVES. AND AT THIS MOMENT YOU ARE IN A GREAT DEAL OF TROUBLE. HAVE YOU TRULY FORGOTTEN ALL I'VE TAUGHT YOU?



NO.

Woo!

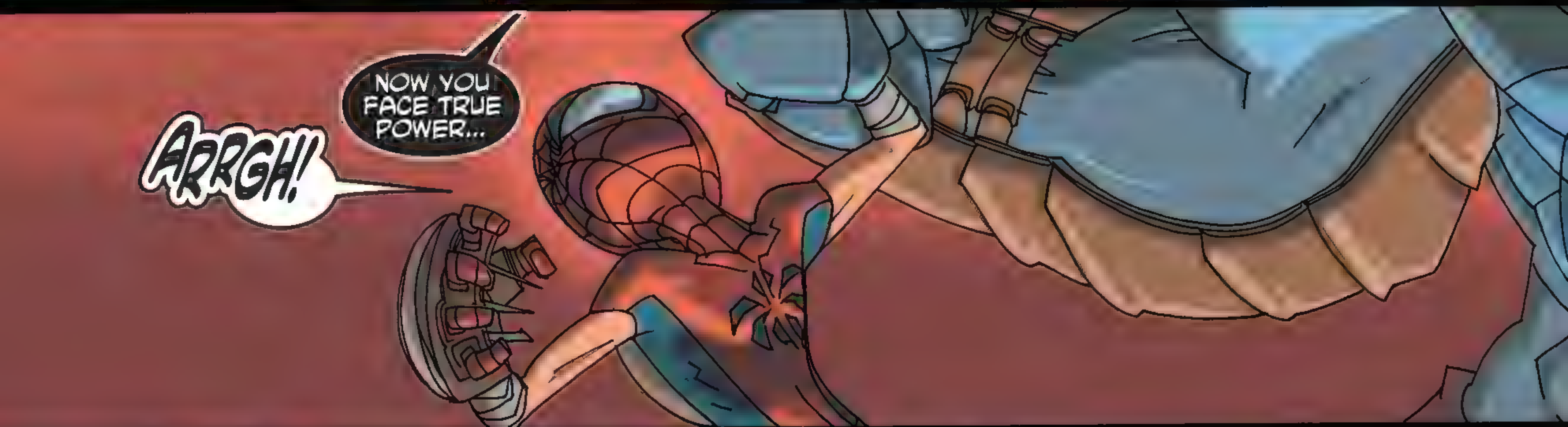








SMACK

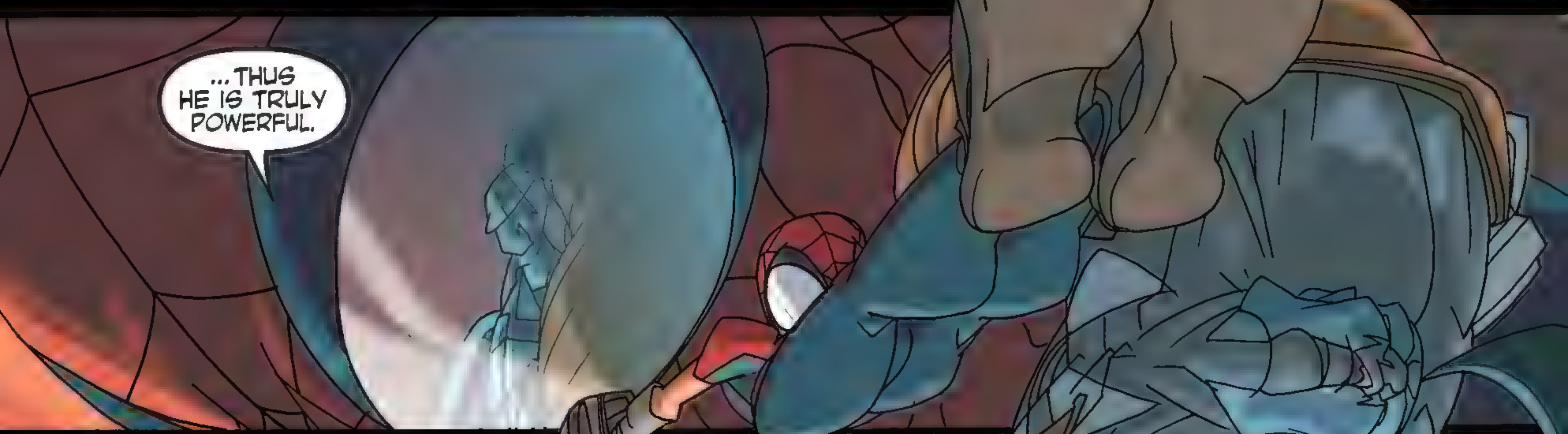


ARRGH!

NOW YOU
FACE TRUE
POWER...



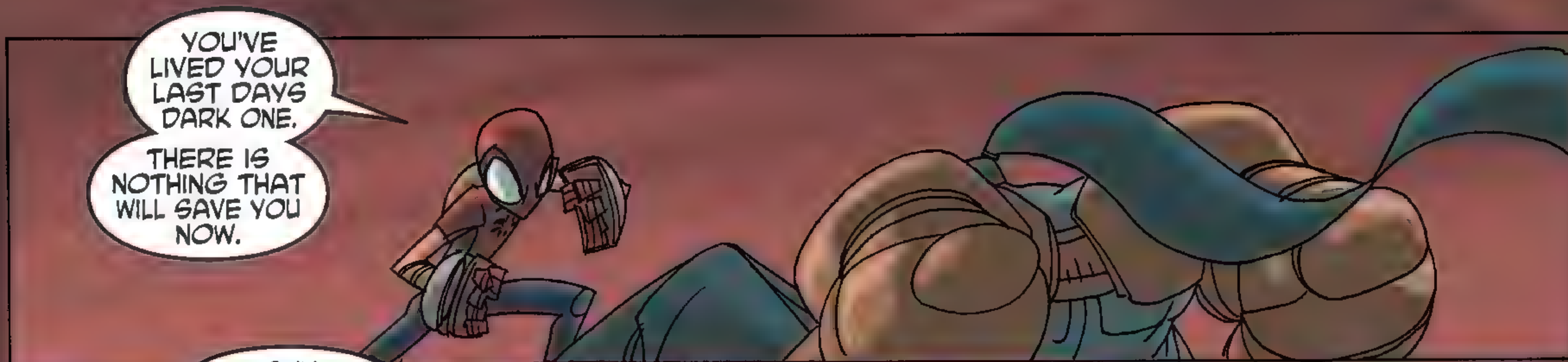
THE
TRUE MASTER...
DOESN'T TRY TO BE
POWERFUL...



...THUS
HE IS TRULY
POWERFUL.



UGHHHHH!



A full-page comic book illustration depicting a battle between Spider-Man and Doctor Octopus. Doctor Octopus, a large, blue-skinned, tentacle-manipulated figure, is shown from the waist up, reaching down with his right hand towards Spider-Man. He has a determined, slightly smug expression. Spider-Man, in his iconic red and blue suit, is suspended in the air, having just dodged or been thrown by one of Octopus's tentacles. He is looking back over his shoulder at his opponent. The background is a rooftop with a brick wall, which is crumbling and covered in debris. A large, jagged hole has been made in the wall. The overall color palette is dominated by warm, orange-brown tones, suggesting a sunset or a fiery environment. The art style is dynamic, with bold lines and a sense of movement.

FATE IS A FUNNY THING, YOUNG ONE.

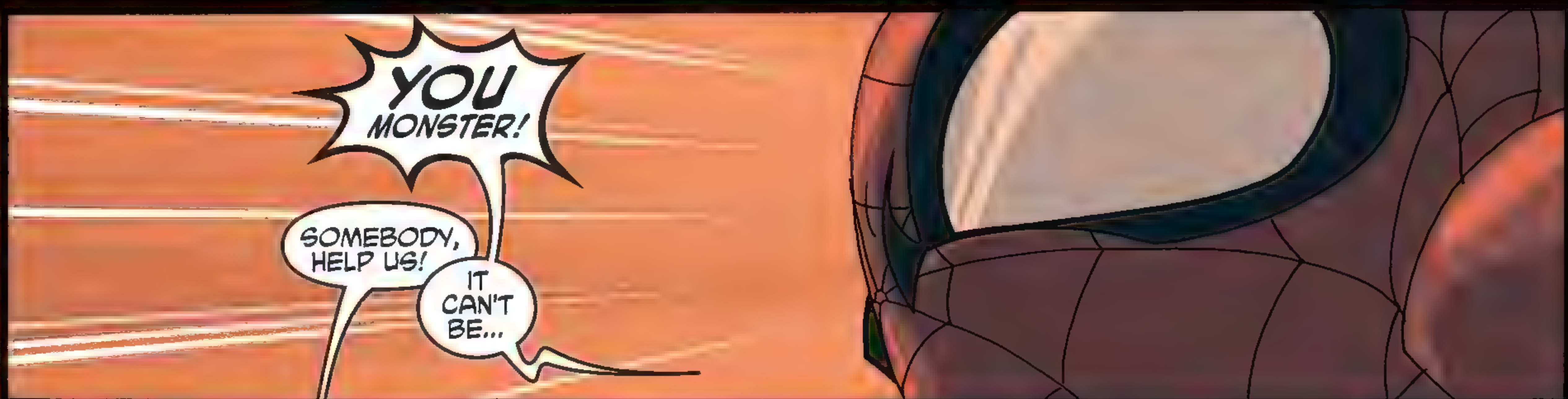
LOOK AT YOUR TECHNIQUE. WE TRULY ARE OF THE SAME SCHOOL.

YOU HAVE NOTHING IN COMMON WITH ME!



LISTEN, BOY. HE MAY HAVE BEEN YOUR SENSEI, BUT HE WAS MY FATHER.

NO! YOU HAVE NO RIGHT! THE DAY YOU SOUGHT THE DARKNESS IS THE DAY YOU GAVE UP THAT RIGHT TO CALL HIM FATHER...



YOU MONSTER!

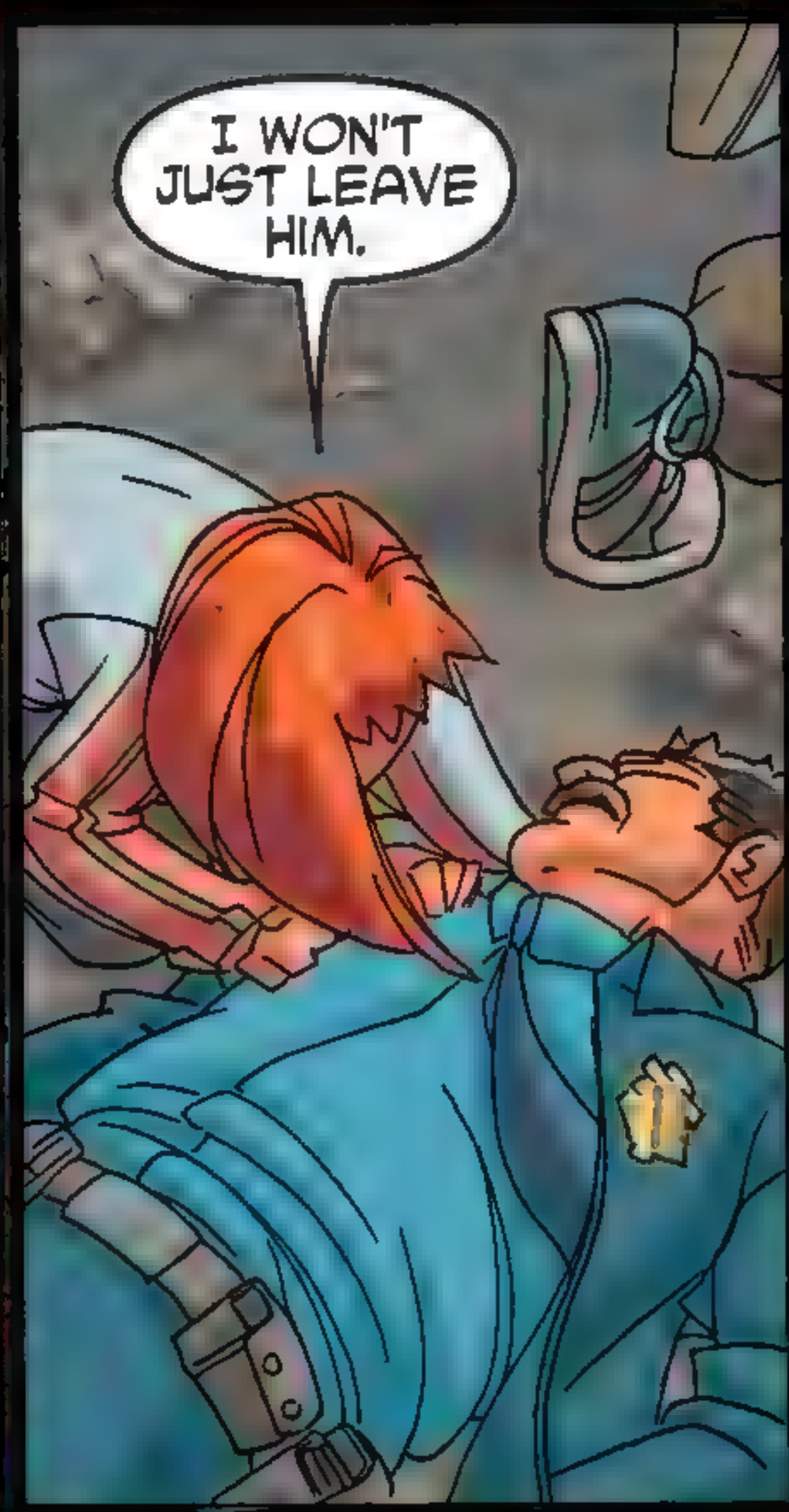
SOMEBODY, HELP US!

IT CAN'T BE...



LET'S GET OUT OF HERE MJ!

THIS GUY'S HURT!



I WON'T JUST LEAVE HIM.



FOR GOD'S SAKE -- WILL SOMEBODY HELP US?!



IS THE POOR LITTLE SPIDER WORRIED ABOUT THE ANTS BELOW?

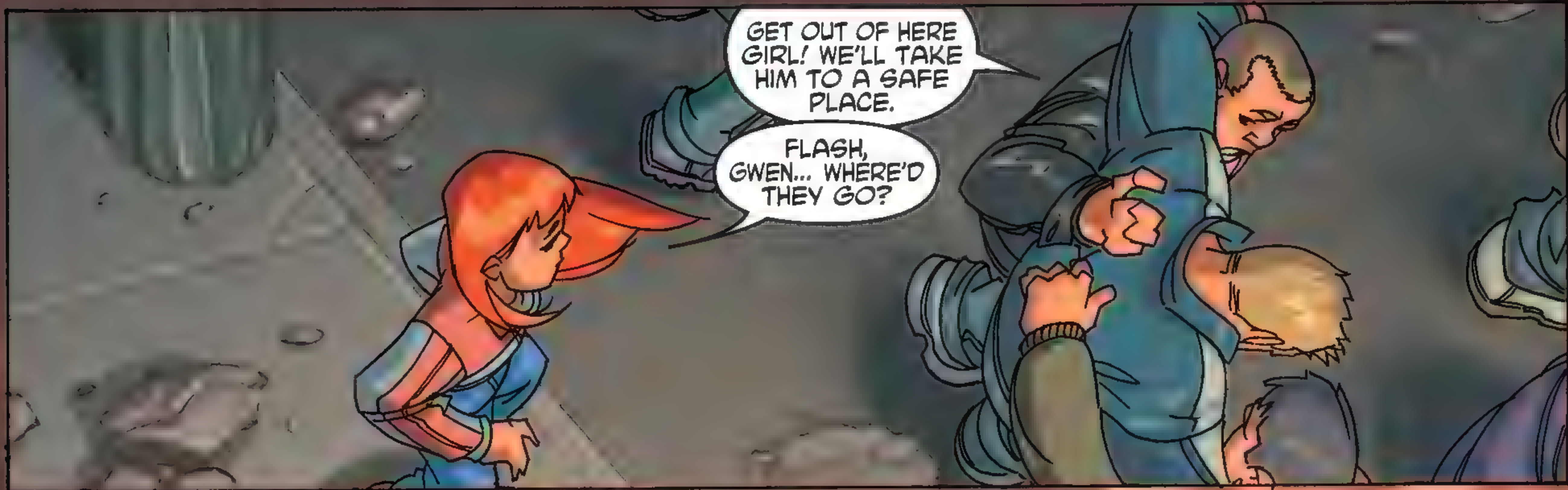
PERHAPS WE TRULY ARE DIFFERENT WARRIORS.

DECISION TIME BOY...



AVENGE
THE MURDER OF
YOUR BELOVED
SENSEI, YOUR
UNCLE?
OR TURN YOUR
BACK ON HIM FOR
A CITY FULL OF
STRANGERS?

...



GET OUT OF HERE
GIRL! WE'LL TAKE
HIM TO A SAFE
PLACE.

FLASH,
GWEN... WHERE'D
THEY GO?



I WILL HAVE
MY VENGEANCE,
DEMON. I'LL FOLLOW
YOU TO THE PITS OF
HELL AND BACK IF
I HAVE TO.
BUT NOT
TODAY -- TODAY,
I HAVE A CITY
TO SAVE!



I NEARLY
DIED, AT THE
HANDS OF
THE BOY...

... MORE
OF A SON
TO MY FATHER
THAN I EVER
WAS.

HE'S SHOWN
ME WHAT IT MEANS
TO GIVE YOURSELF TO
THE TASK. TO ACCEPT
AND EMBRACE
YOUR DESTINY.

SO I
HAVE TAKEN
THE POWER,
AND THE KUJI
KURI FOR
MYSELF.

THE
BOY LIVES.
YOU KINGPIN,
ARE NOT SO
LUCKY.

AND
SO IT WAS
ON THIS
DAY...



... I
WATCHED
A SPIDER
BECOME A
MAN.

SPIDER-MAN:
LEGEND OF THE
SPIDER-CLAN #1



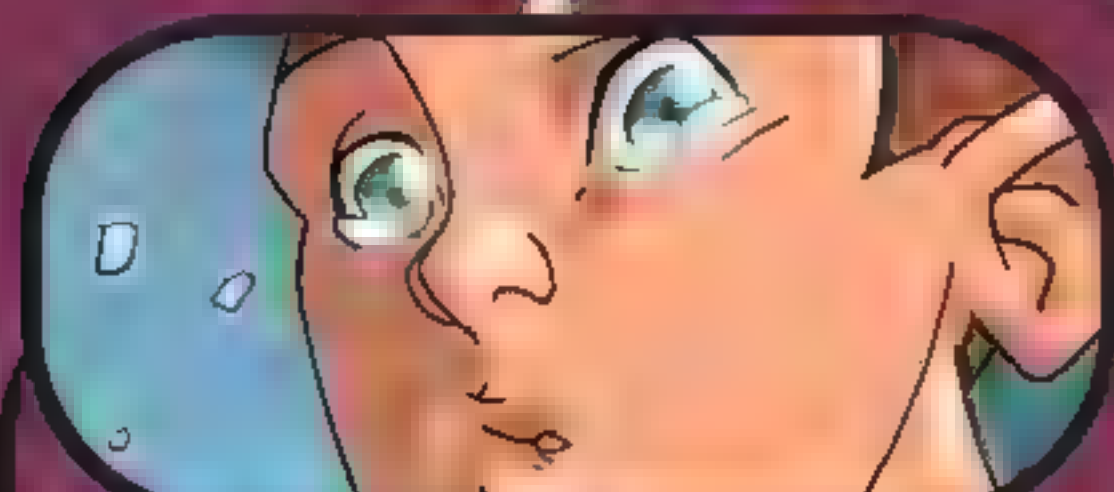
André
Frit Duce

PART ONE: SPIDER SENSE TINGLING

A MARVEL MANGAVERSE TITLE

SPIDER-MAN

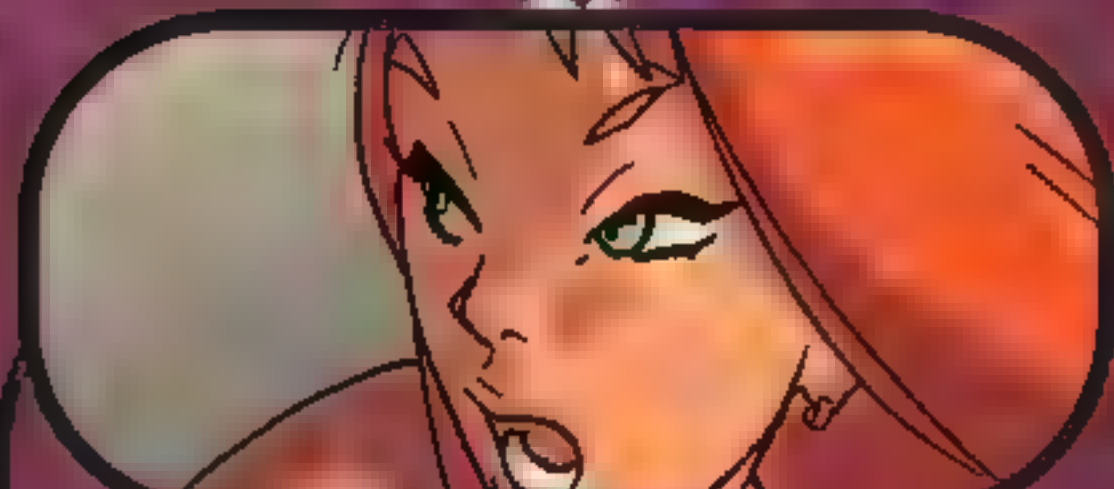
Legend of the Spider-clan



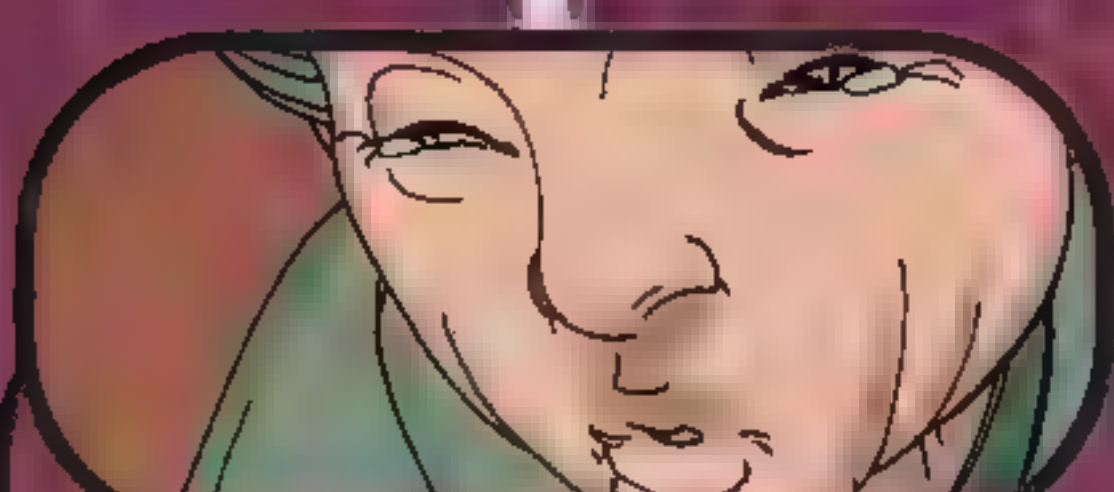
Peter Parker
SPIDER-MAN



Uncle Ben
SENSEI



Mary Jane



Aunt May



PREVIOUSLY



For years, a secret society of ninja, the Spider-Clan, has vigilantly kept watch over the denizens of New York City. Whenever there was trouble, they would emerge from the shadows to protect the innocent and keep peace across the city. However, a rival ninja clan, led by the evil Venom, has gone on a murderous campaign to destroy the Spider-Clan.

When his uncle, Benjamin-sensei, the leader of the Spider-Clan, was murdered in cold-blood by Venom himself, young Peter Parker became the last surviving Spider-ninja. Having been trained in martial arts since birth, Peter is a fierce warrior in his own right. Peter decides to emerge from the shadows and take his crime-fighting public. However, in order to protect his identity and the lives of the people he loves, he decides to wear a mask to hide his face. Mild-mannered Peter Parker becomes the high-flying costumed hero SPIDER-MAN!

Although Uncle Ben has passed away, his spirit visits Peter from time to time in his dreams. In this dream realm, Ben-sensei is able to impart wisdom and help further Peter's training. However, these dreams almost always end abruptly, usually causing Peter much embarrassment as he awakens screaming.

Peter now tries his best to juggle his life as Spider-Man with his life as a straight A high-school student. However, he never expected the great lengths he would have to go through to keep his alter-ego hidden from his Aunt May and his girlfriend Mary Jane. It's hard enough being a teenager by day. Being a clandestine, super-hero ninja at night is another story entirely.



Alright. You've been following me for eight blocks now.

I'm alone, defenseless, and there's no one to save me.



Would you like me to ask your mommies if it's okay to attack me now?



Silly girl. This isn't a game.



Oh, no? Then what's with the crazy outfits and gas masks?



Let's make this quick, boys. I start school tomorrow

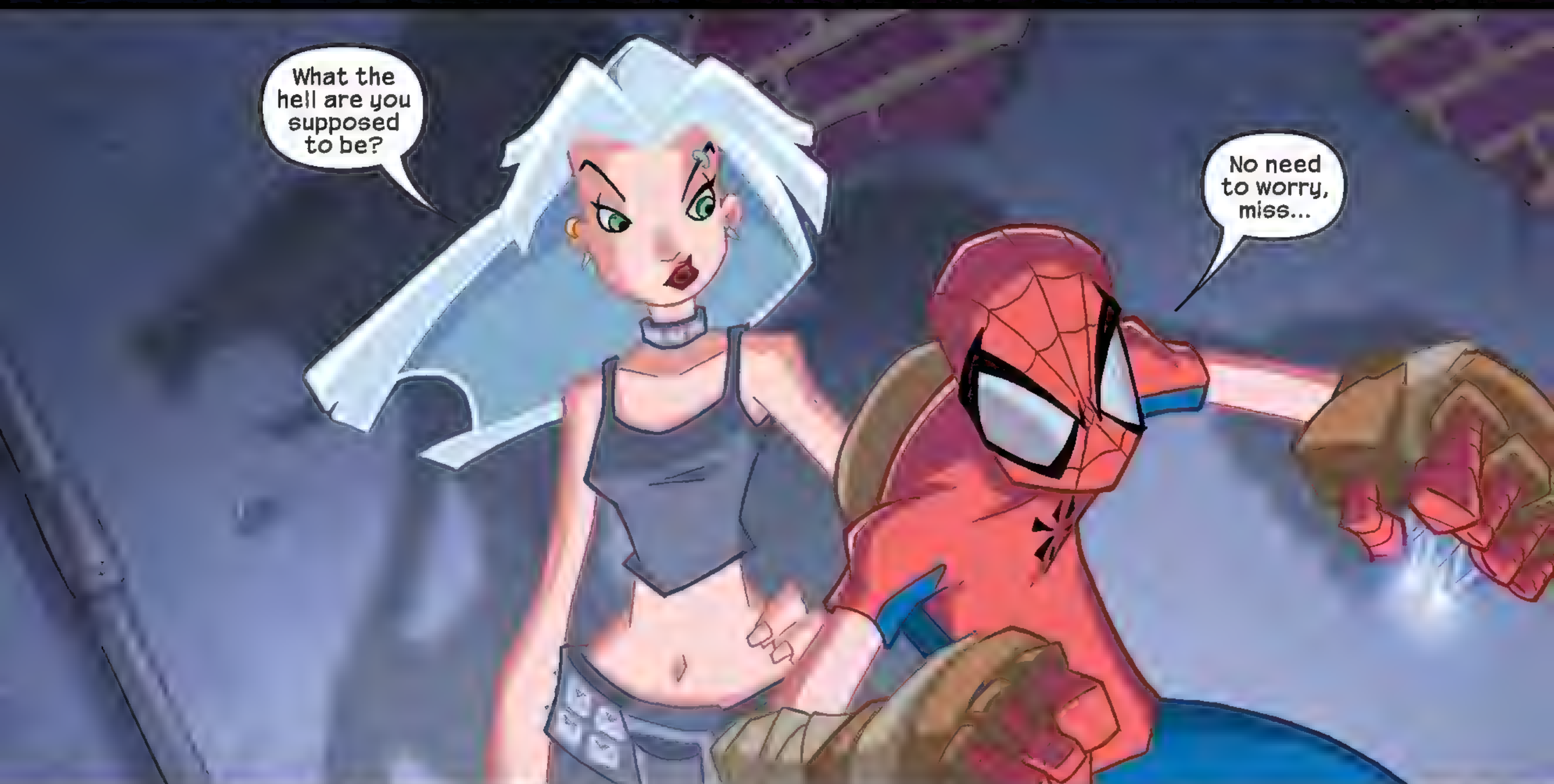
GRRR...

Boy, you guys
really are clueless!
Girls these days are
looking for more
than just a man.

They're
looking
for a....

SPIDER-MAN!









You've done well, Peter. You bring honor to the entire Spider-Clan. You are pure of heart. And it is a great but worthwhile burden to continue to train you in secret. Poor May, she never understood.

But as you can see from the young lady with the metal pipe, your training is far from finished.

Do you know what I am holding, Peter?

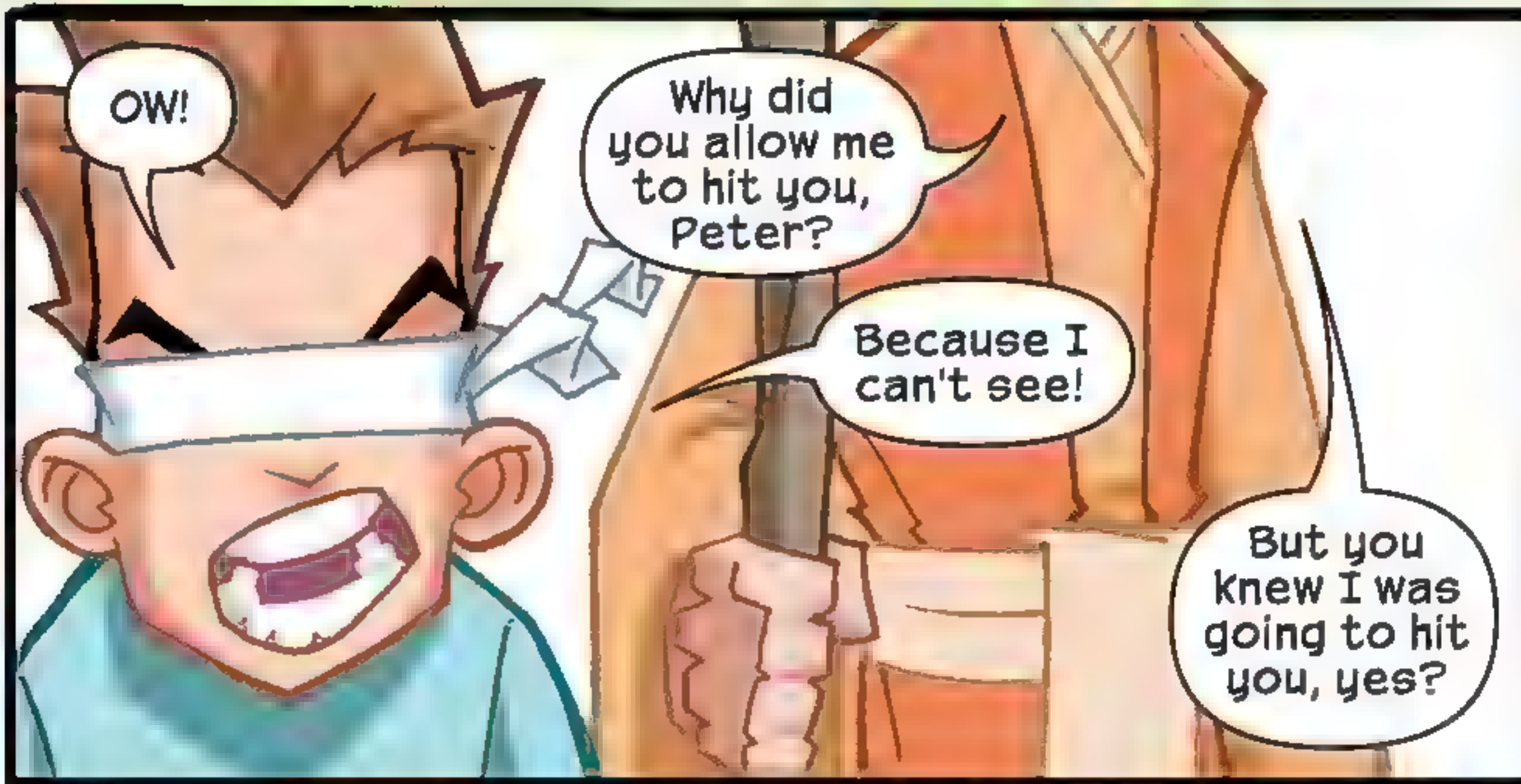
A stick, sensei?

Yes. Do you know what I am going to do with this stick?

Umm... you're not going to hit me, are you?



WHACK!



OW!

Why did you allow me to hit you, Peter?

Because I can't see!

But you knew I was going to hit you, yes?



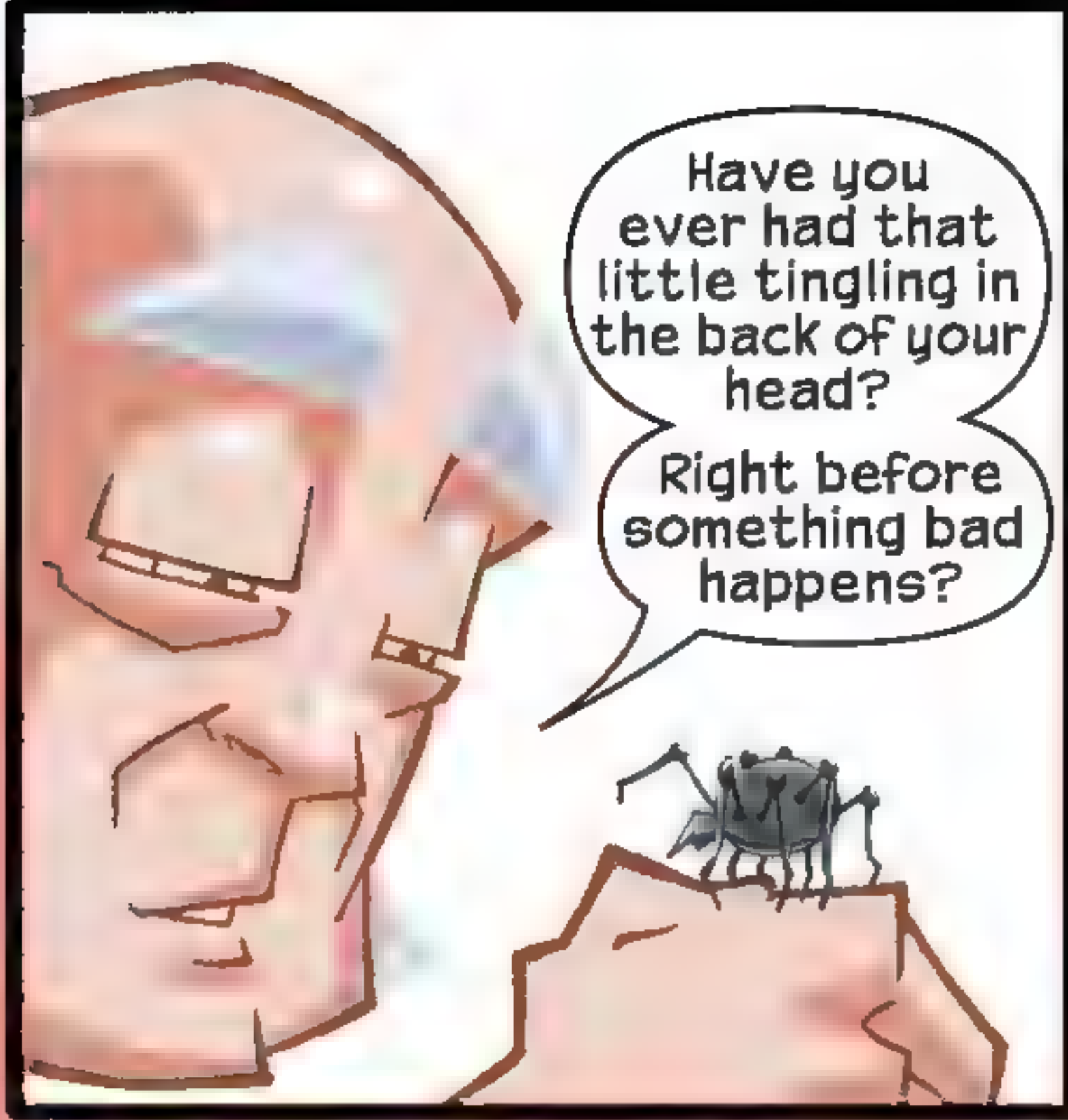
WHACK!



OOF!

We have many senses, Peter; sight, touch, hearing, taste, smell... and we also have *common* sense.

That is the sense that tells us that when your sensei blindfolds you and walks around with a big stick...





Well, class, now that you're all aboard our wonderful school bus here, I'd like to introduce you to...

Aaaaaaaaagggggggghhhhhhhhh!!!!!!

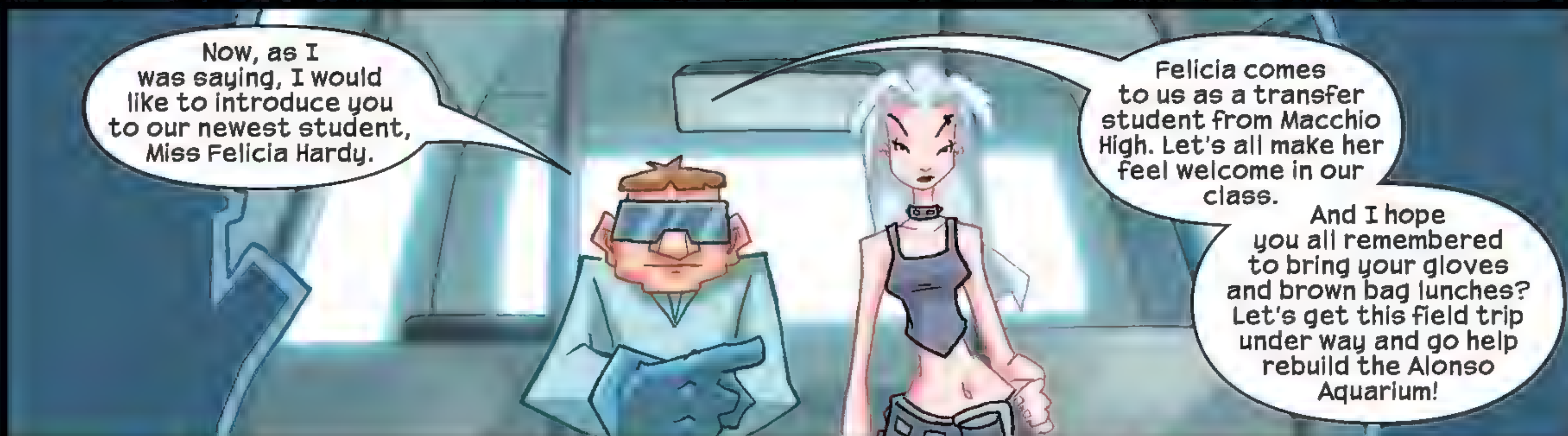
Parker! Why do I even bother?



Flash, make sure Parker stays awake.



On it, Doc!



Now, as I was saying, I would like to introduce you to our newest student, Miss Felicia Hardy.

Felicia comes to us as a transfer student from Macchio High. Let's all make her feel welcome in our class.

And I hope you all remembered to bring your gloves and brown bag lunches? Let's get this field trip under way and go help rebuild the Alonso Aquarium!



Oh, man... that's the girl from last night! This can't be happening.

This seat taken, sleepy-head?

Hell's Kitchen. Low rent projects lie in ruins, the result of the devastating destruction from the rampage of the Hulk.



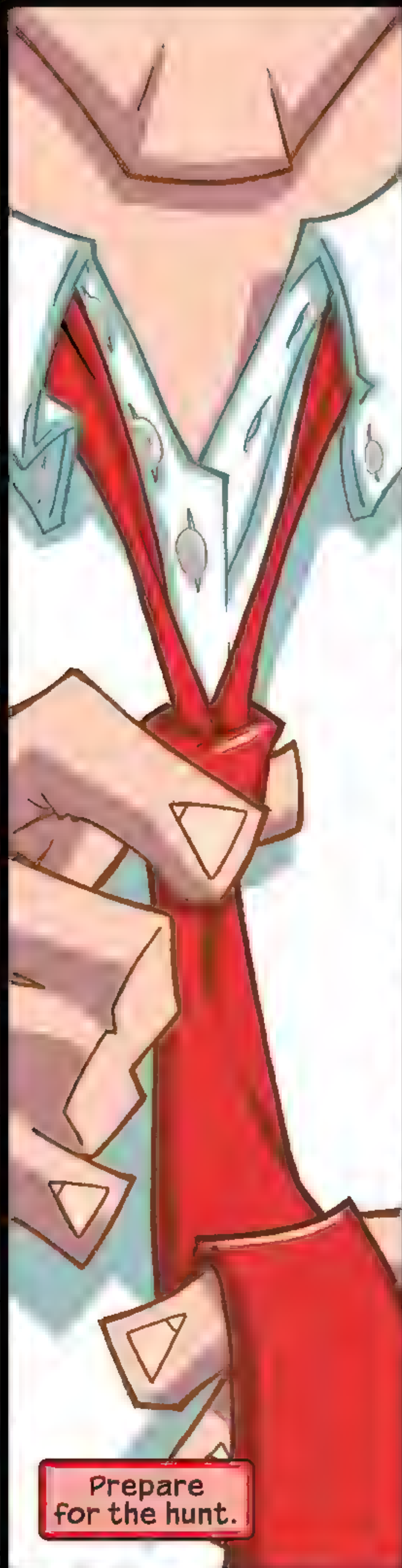
I shudder at the dark forces that are buried somewhere in the 'Kitchen'.



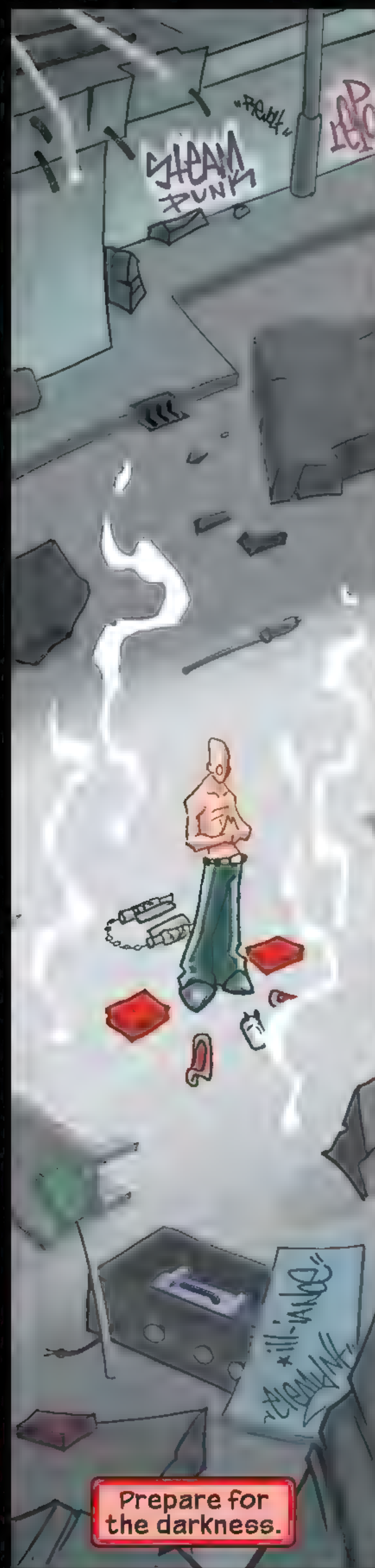
It is time to prepare.



Prepare for the hunt.

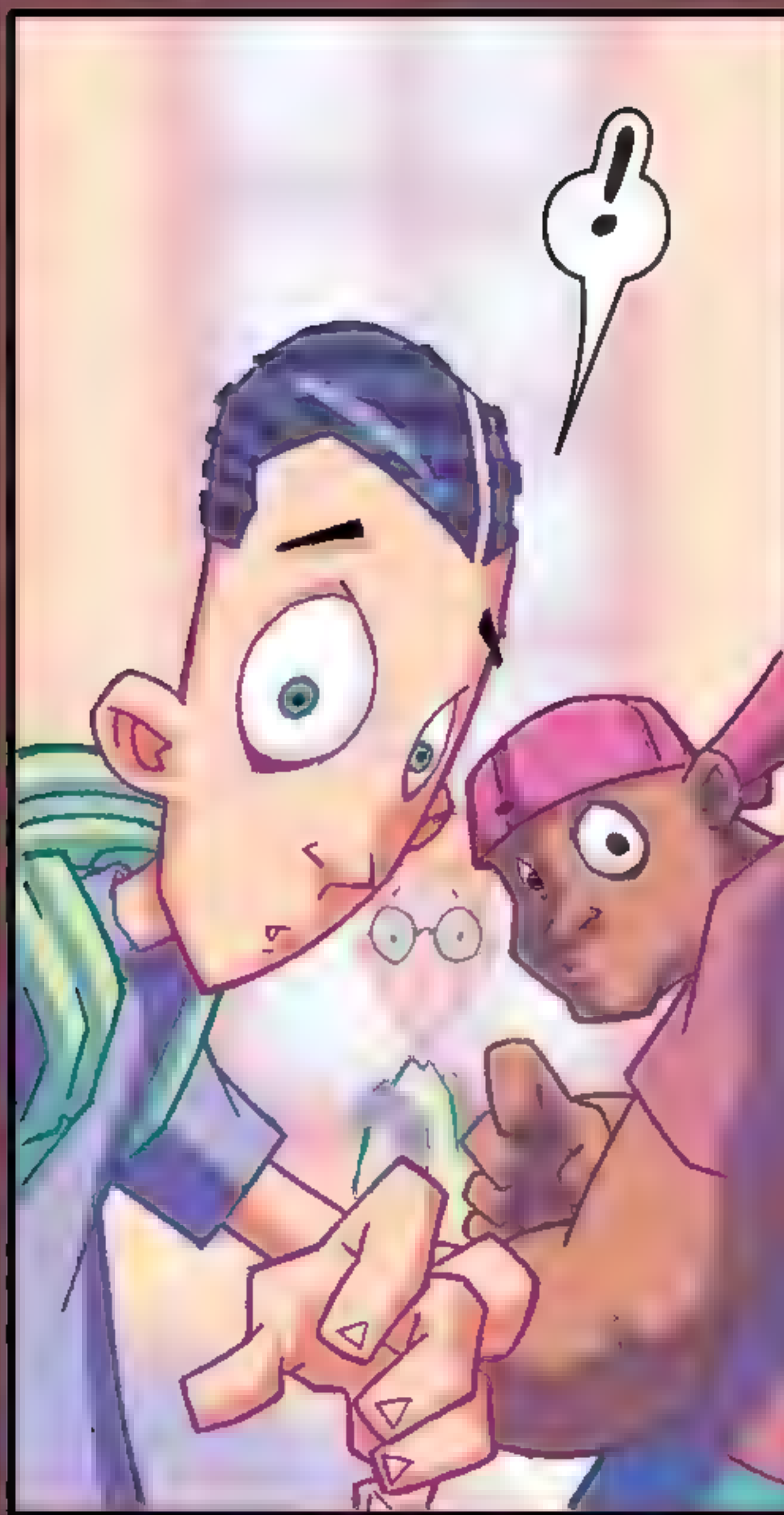


Prepare for the darkness.





Someone must pay!



!



Pay for all this damage! And it better not be the taxpayers!!

I agree, Dr. Octavius.

That's why I feel such pride in donating the resources of Oscorp to helping clean all of this up.



Ah, Mr. Osborn, good to see you. Your boy Harry is a fine... well... he's a student of mine.

Too much of his mother in him, I'm afraid. Let me be the first to thank you and your students for coming. The damage the Hulk caused this city is near catastrophic.



If there's anything I've learned, Osborn, it's that if you really want something done, you put the kids on a yellow bus and call it a field trip.

And I, for one, could not let the aquarium remain in this state. I have already donated twelve of my personal tanks to house the largest of the aquarium's octopi.



Did you realize that the octopi are the most misunderstood of...

Yes, quite, quite. I'm afraid I have to run, Octavius. Keep up the good work and remember to stay in the authorized areas.

How goes the search?

We've started excavating the areas you've indicated, Mr. Osborn. It's only a matter of time now.

Brilliant. I must say this ruse of donating my resources to 'clean-up' is working out quite well. So many legal and 'political lubrication' fees avoided. And soon I will have it!

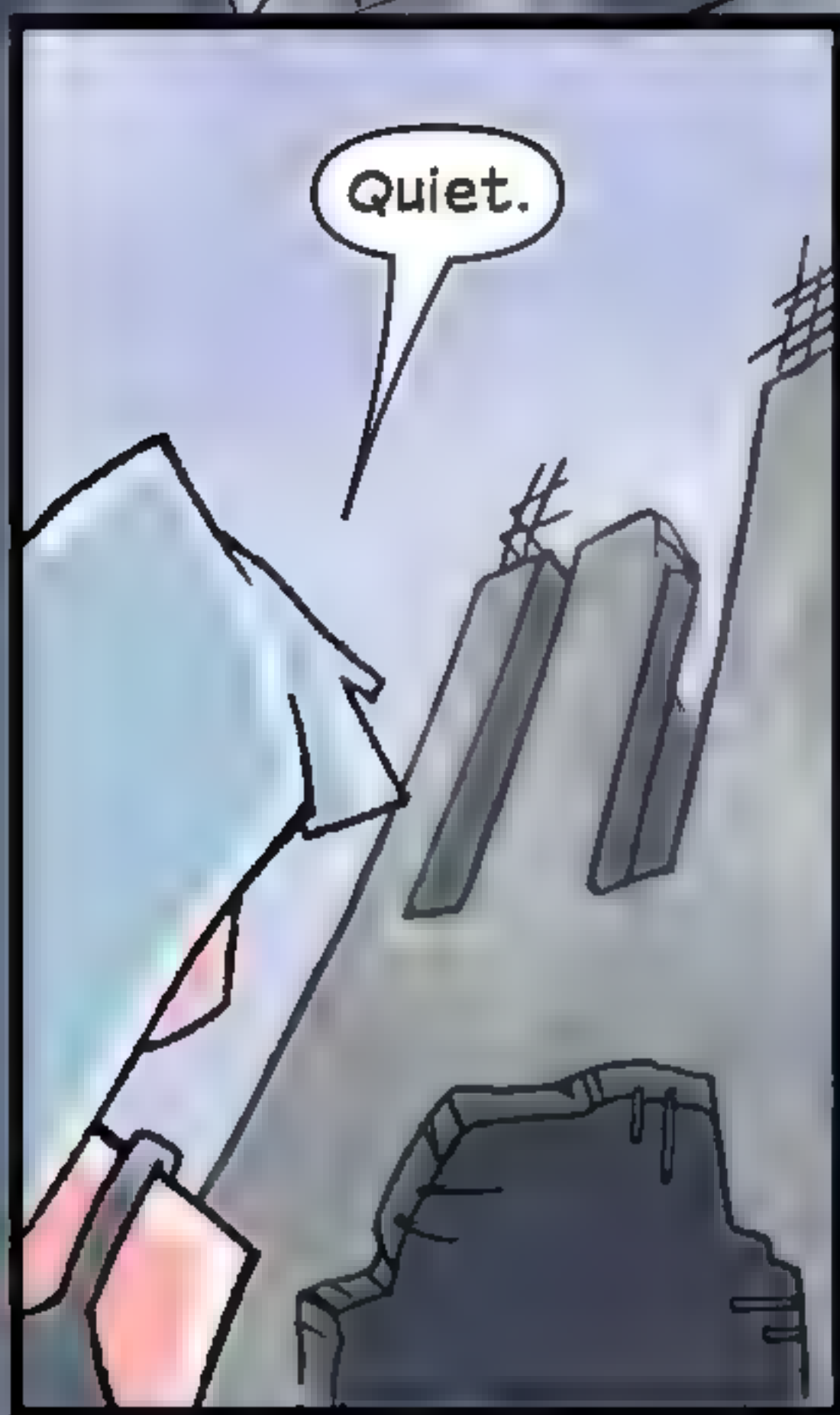
And then I will have *her* once again.



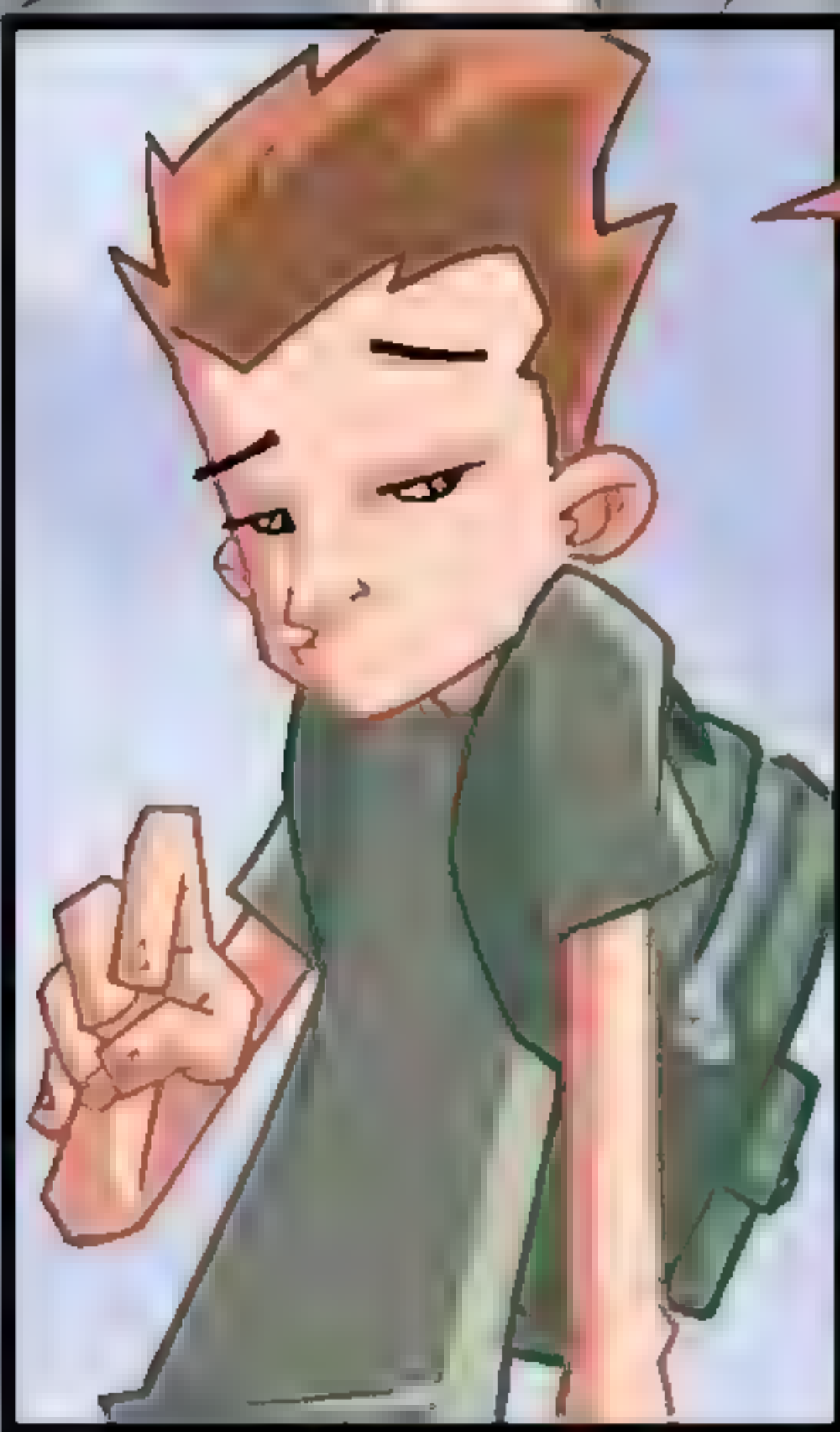


I know Doc Ock paired us up and all... but you know, if you want to maybe split up and... maybe meet up at the end of the day...

...well, I'll bet we could get twice as much done. You know, double our efforts...?



Quiet.



This way.



Umm... Felicia... this is a restricted area. We should really stay in area G-5. I don't think we should wander so far off.

And I really don't think it's very safe down there. Maybe... um... you might wanna come up?

My aunt made me some sandwiches. We could share them.

Parker, throw me your bag.

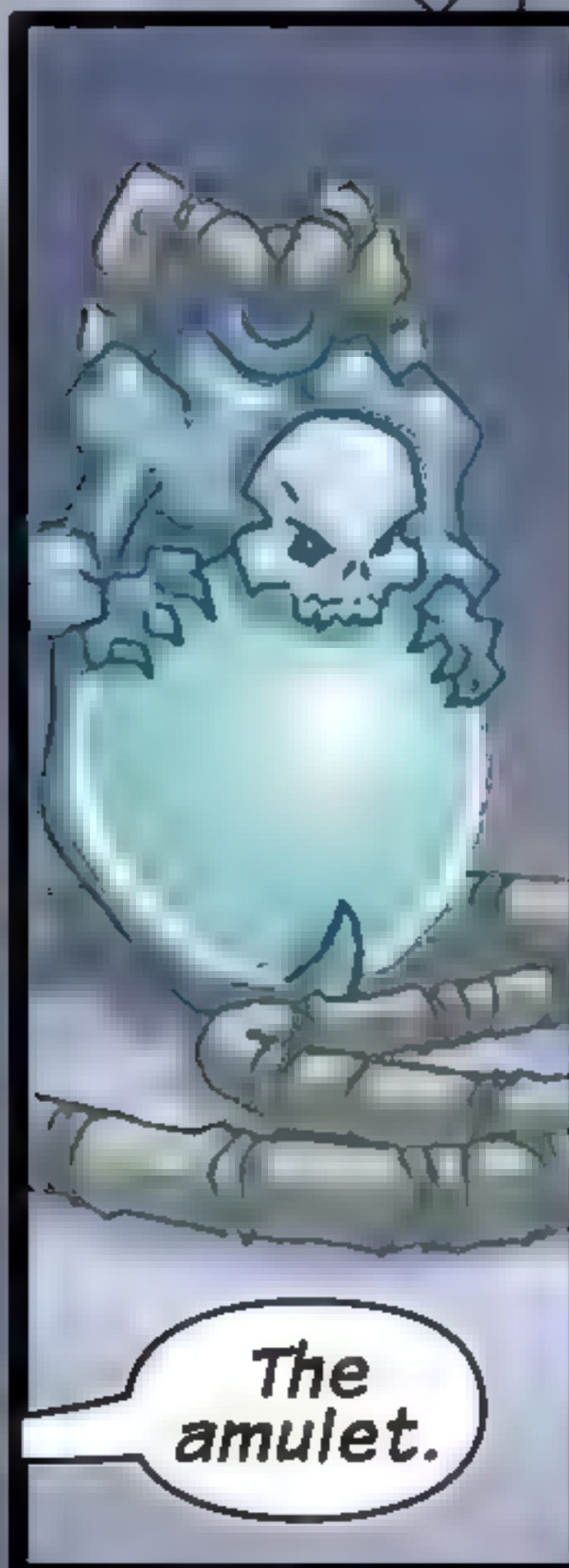
It's... um... full...



Parker!



Bingo.

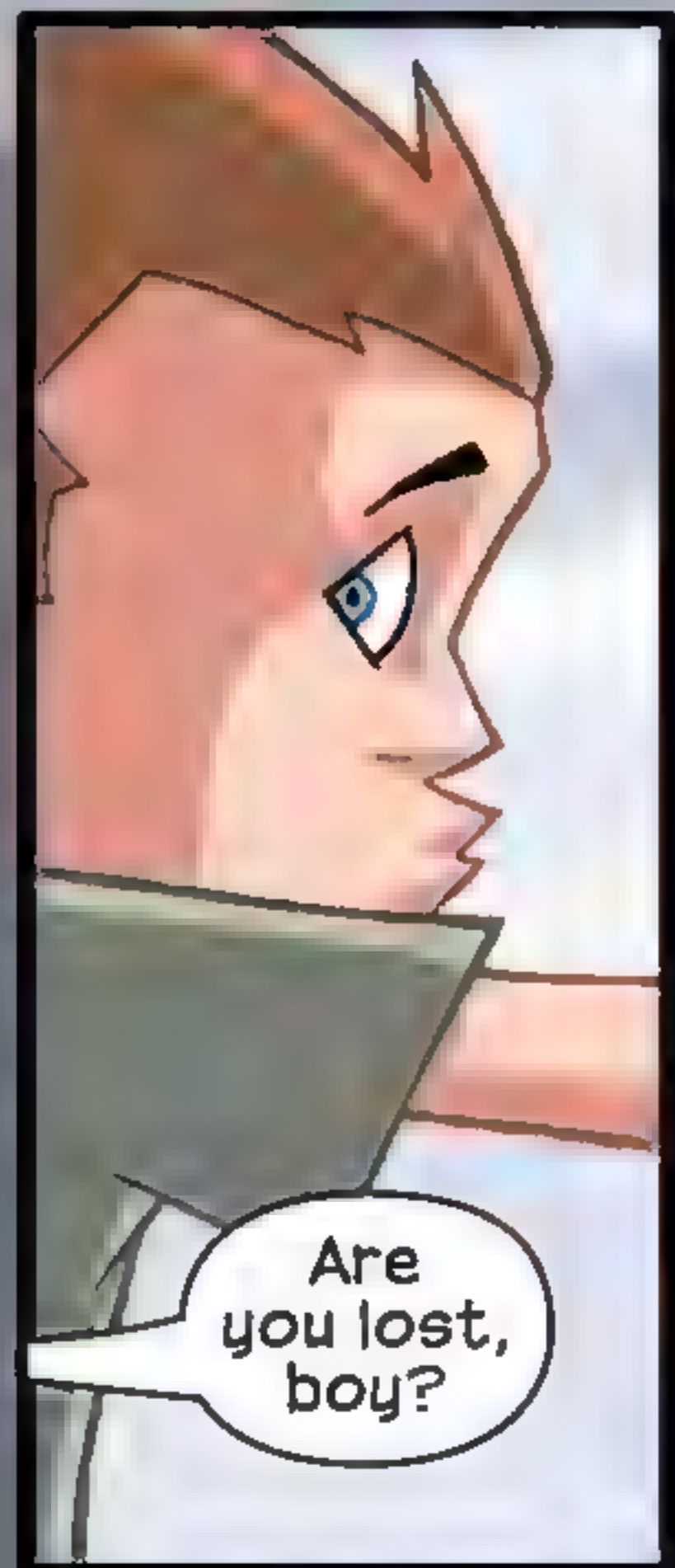


The amulet.

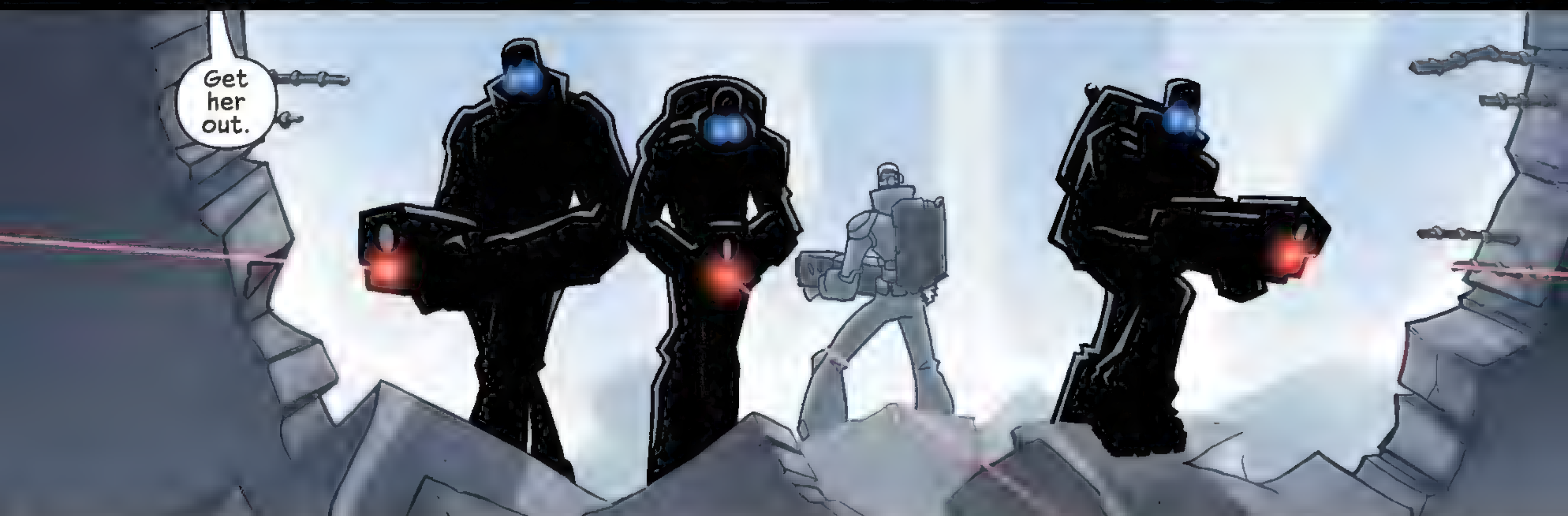
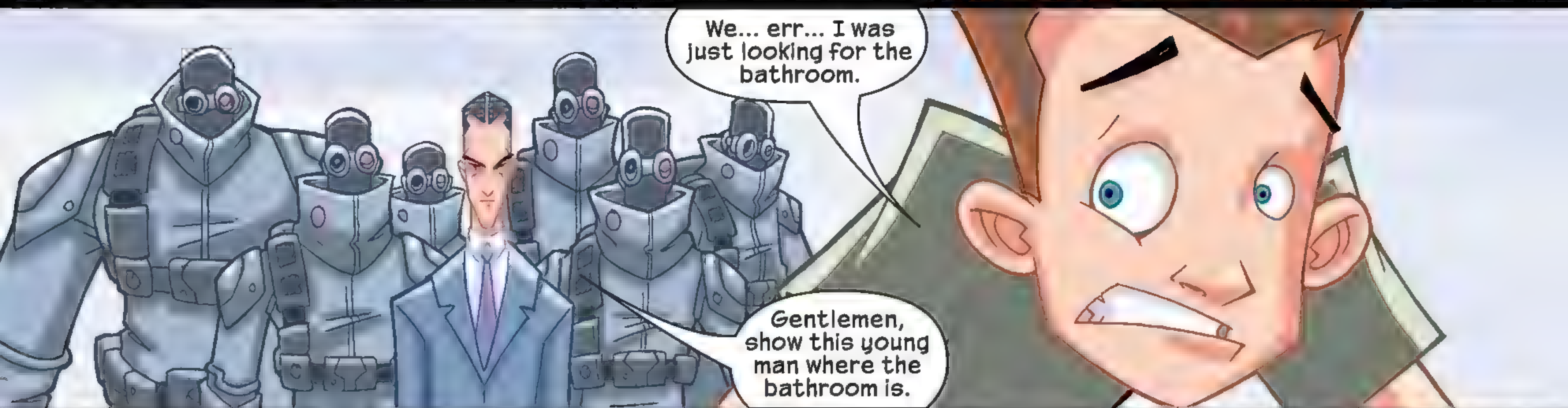


Sheesh.

Fine. Here.



Are you lost, boy?



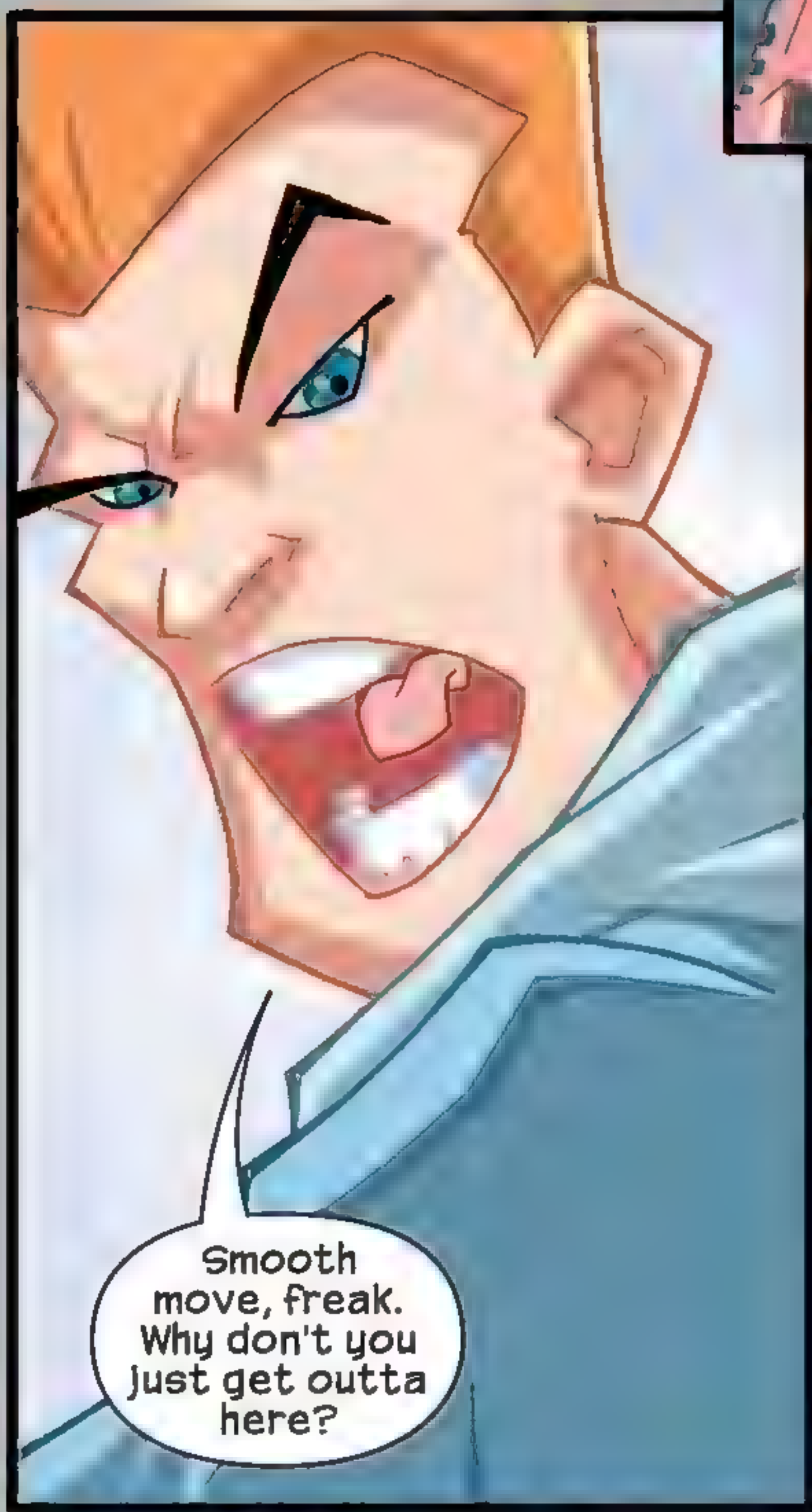


Parker! You were told to stay in the student sections! How is it that an A+ student is always acting like a brainless jellyfish?!

Flash, look after Parker.

What about Felicia?
Mr. Osborn has informed me that Miss Hardy has gone home ill.
But...

That's quite enough, Parker!



Smooth move, freak. Why don't you just get outta here?



Gotta get my bag back! It's got all my spider gear...

Wuss.

He looked worried.

Yeah, about getting his butt kicked.



The city lights mean nothing to a blind man. But the darkness... I know the darkness. It is all I know.

And that amulet will be stopped!



So swears the Devil Hunter!





You want it?

Come get it.

shuff

shuff



Neither the girl nor the amulet could be located. My Osborn Industries security force has failed me.

What good news can my graffiti-ninja offer?

We encountered the girl yesterday, My Lord. We still have her scent.



She will be easy prey.



Good.

Bind them with the dark arts.

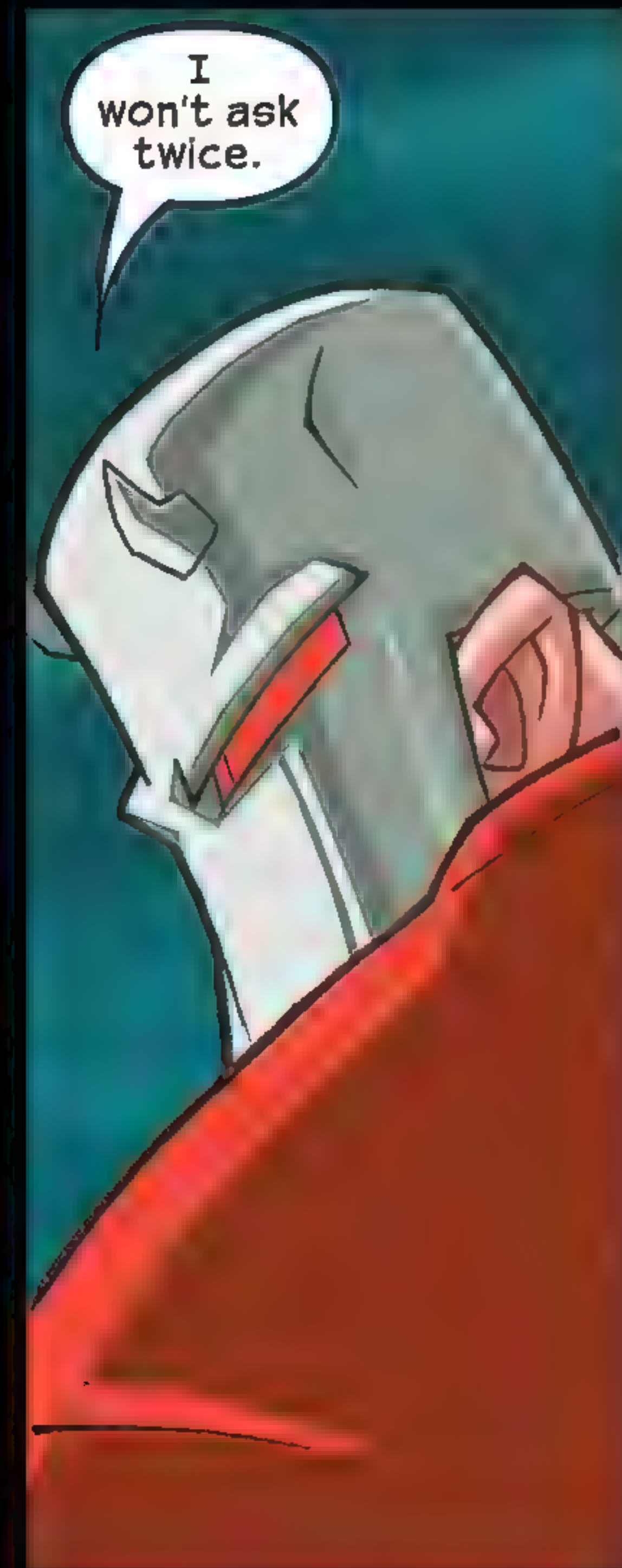
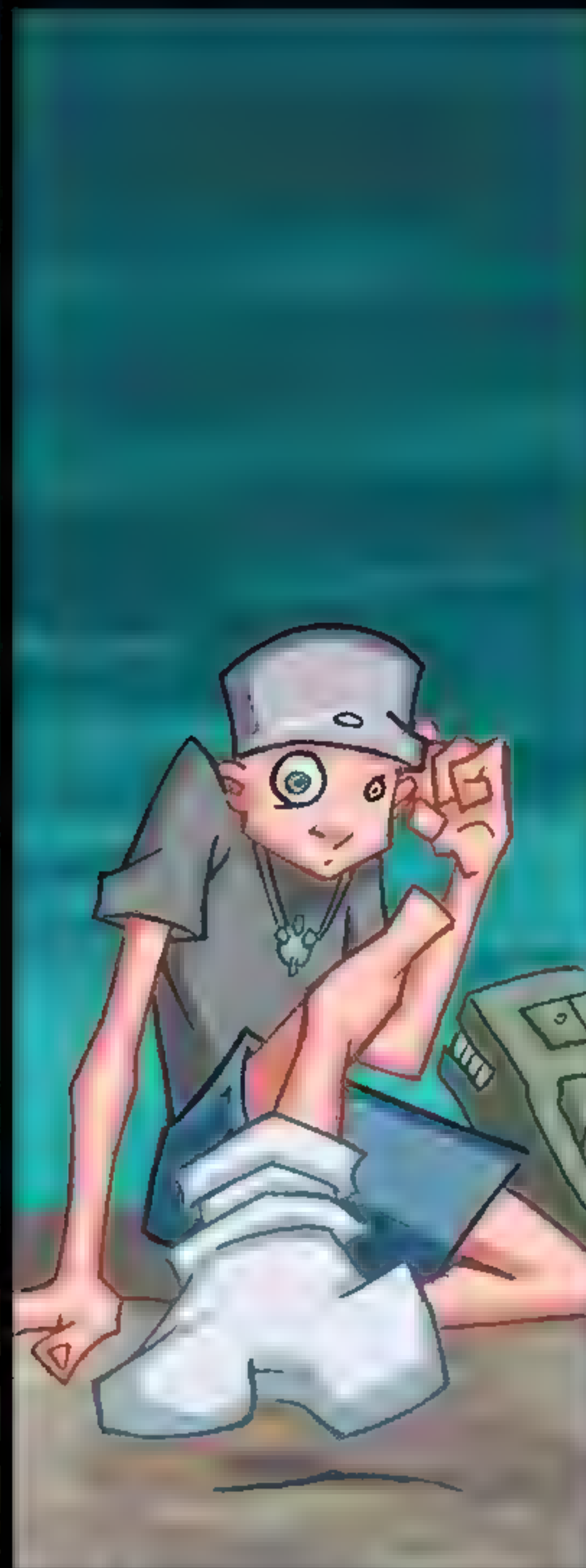


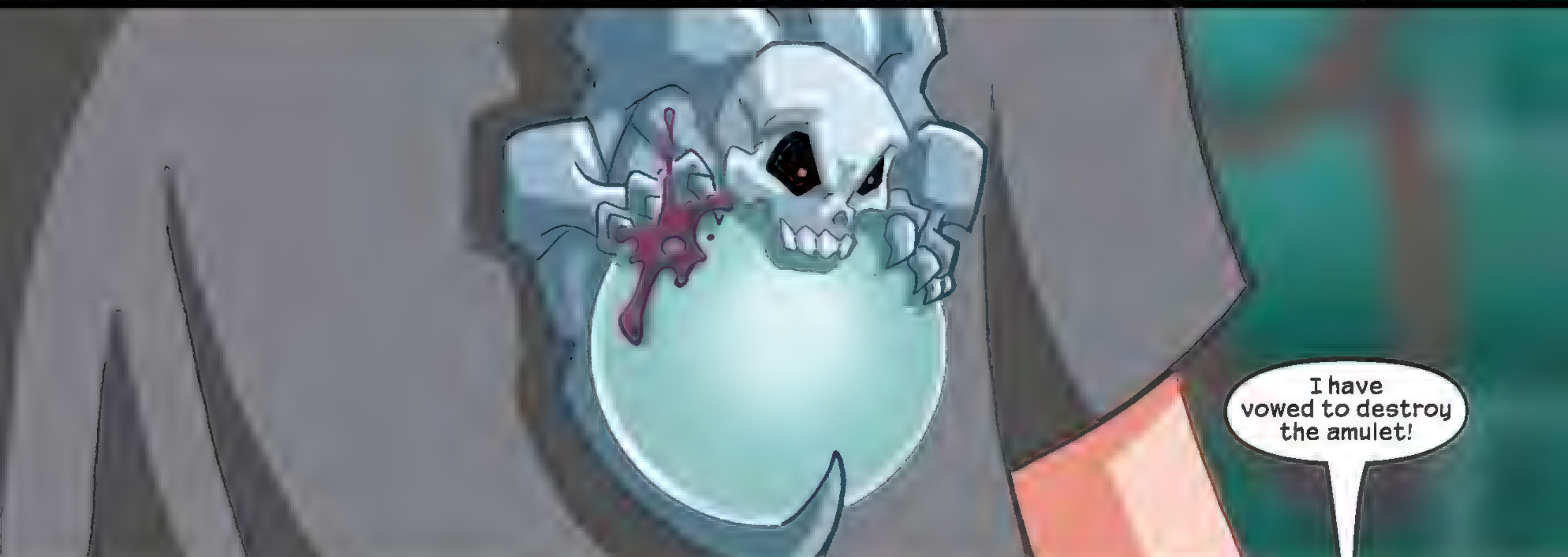
Then I will join you.











Awake!



**THIS IS NOT
HAPPENING!**



**The
boy!**



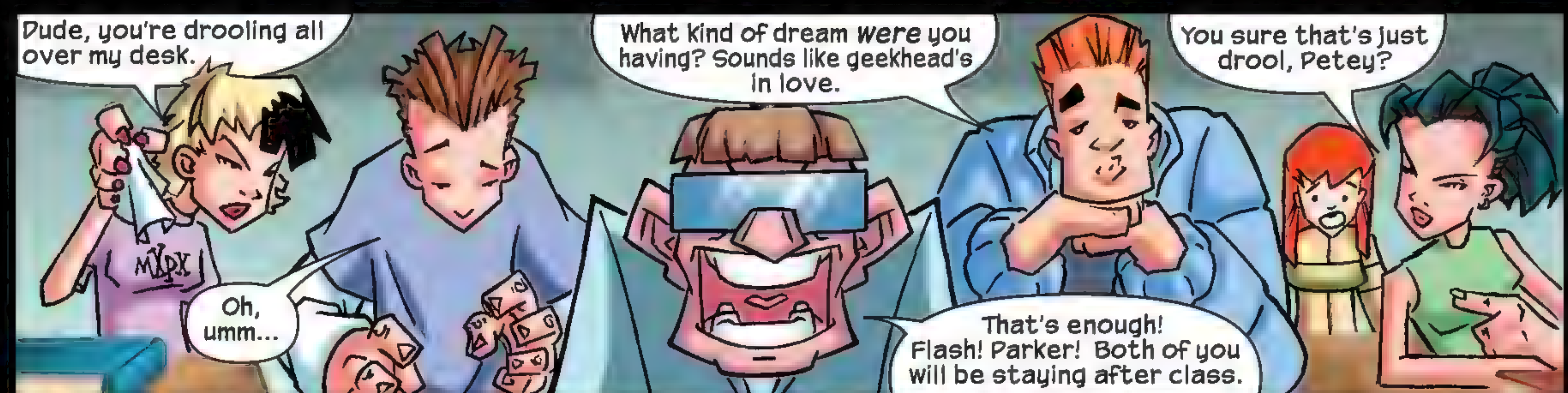
**Quickly!
Before he...**

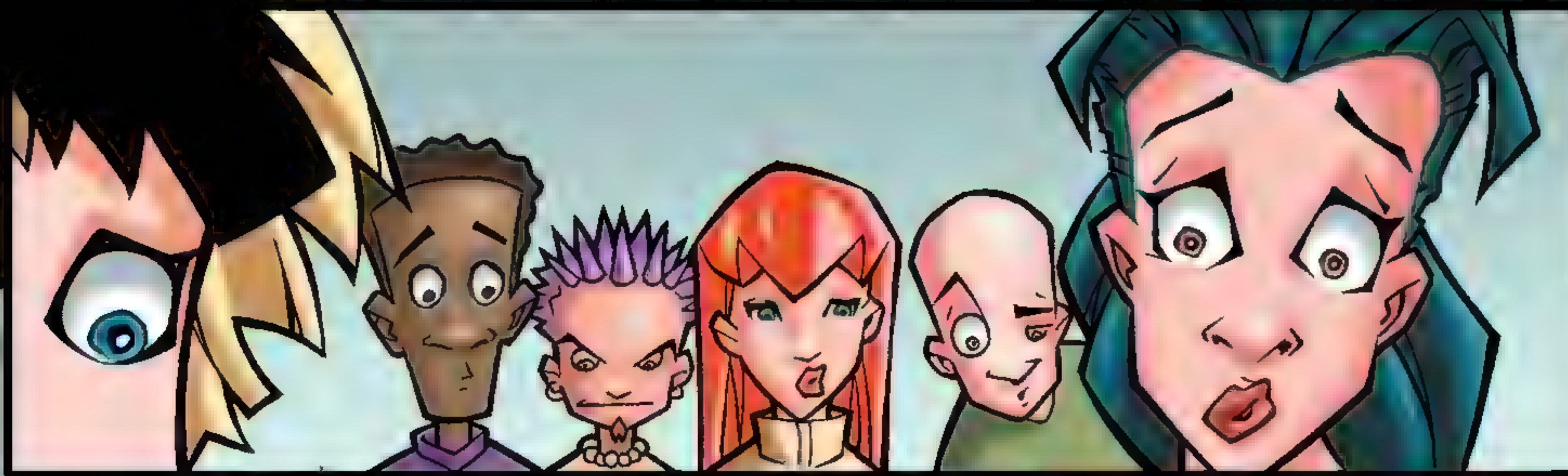












Geekhead's da man!

Now, Peter, we all know what you've been going through. But this kind of behavior is not going to help any.

Sometimes people say the wrong things. I think it would've been more helpful to reach out to Flash.

He doesn't need a fist fight. He needs a hug.

heh heh "Flashdancer"!



Don't...



...touch me.



I'm outta here.

Poor Peter...

Uh, MJ? Dude's a psycho.



Harry Osborn, you're late for class again!

Sorry, Doc. Up late studying last night.

What'd I miss?

Elsewhere.

A boy
has fallen to
the amulet.

I tried
to stop it, but
I failed.

Just
as I failed
you...

"...that one
Autumn day."

I wanted to
find something as
rare and precious
as your soul.

Oh, Matt. It's
incredible.

Not
compared
to you.

You're
everything
to me.

"That day we came
across the devil."

"That day he took
you away from me."

That day I
vowed to hunt
them down. All
of them.

They will come
for the amulet. They will
come for the boy. He has
bonded with the darkness
unlike any before.
Last night was... horrific.
He's too strong.

I need your
help. I need your
strength.

Elektra.



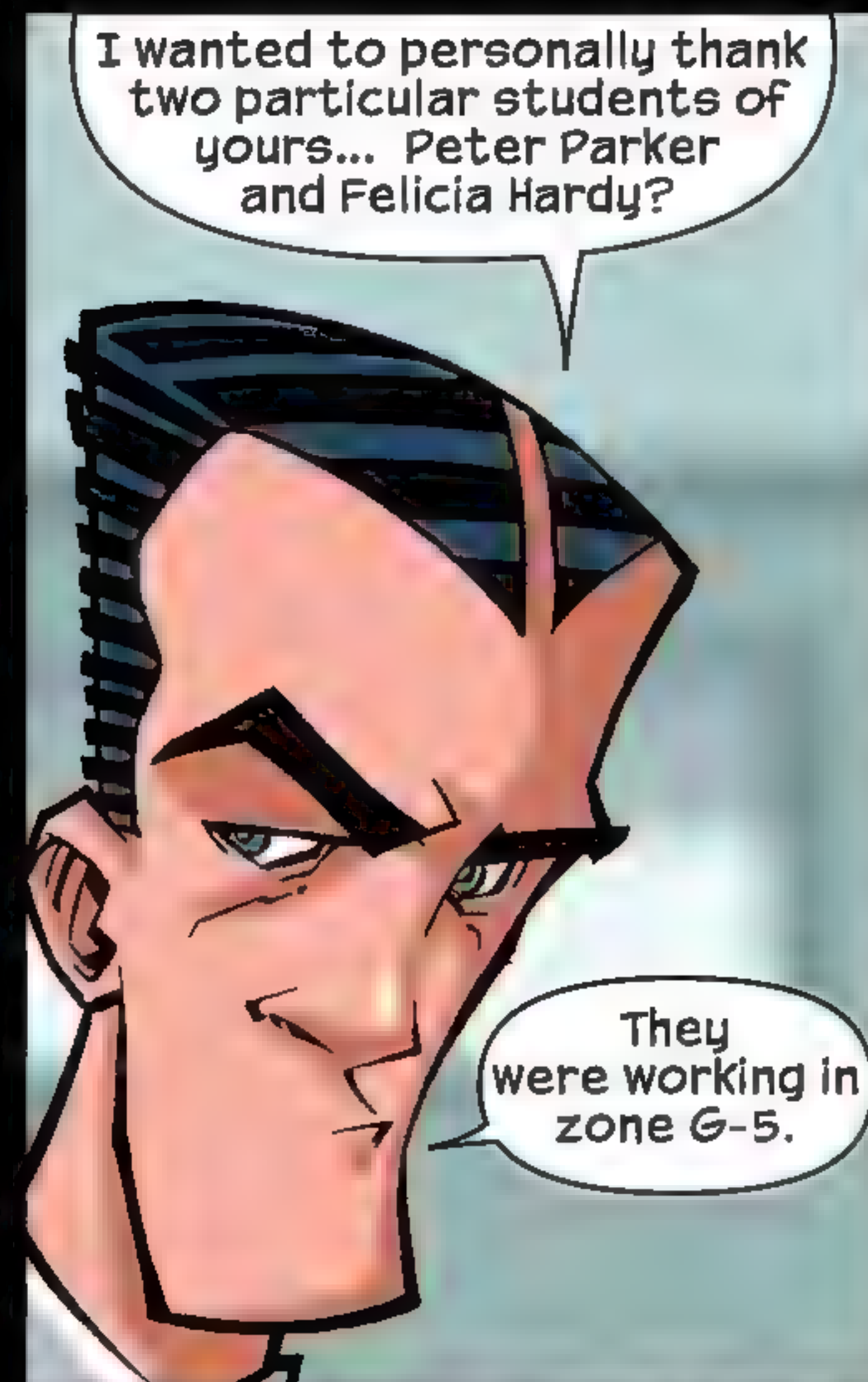
Mr. Osborn!
To what do I owe
the pleasure?

The board
wanted me to thank
you for your help at
the aquarium, Doctor, and
to present you and your
students with a gift.



You
shouldn't
have. What
could it...

Oh, my! This
is wonderful! It's
such a unique breed.
The children will be
so pleased.



I wanted to personally thank
two particular students of
yours... Peter Parker
and Felicia Hardy?

They
were working in
zone G-5.



Well, I'm afraid that
Miss Hardy is absent,
and Mr. Parker is...

...taking
a 'personal
day'.



How
disappointing.

Mr. Osborn?
Your son, Harry, he's
been arriving late
for school and seems...
distracted lately.

Are there any
problems outside of
the class I should
know about?



First I've heard of
it, Octavius. I'll have a firm
talk with the boy tonight and
straighten it all out then.
Good day, Doctor.



Good day
indeed!

TELL ME, FELICIA, DO YOU
BELIEVE IN HEAVEN?

Am I
dead?

IT'S SAID THAT WHEN AN ANGEL
GETS ITS WINGS THERE IS A SOUND.

DO YOU KNOW WHAT
THAT SOUND IS, CHILD?

No.

THEN LISTEN CLOSELY.



That evening...

Spider-Man is shown from the chest up, wearing a purple and blue mechanical suit with multiple pistons and gears on his arms. He has a confused expression.

Why can't I remember anything from last night?

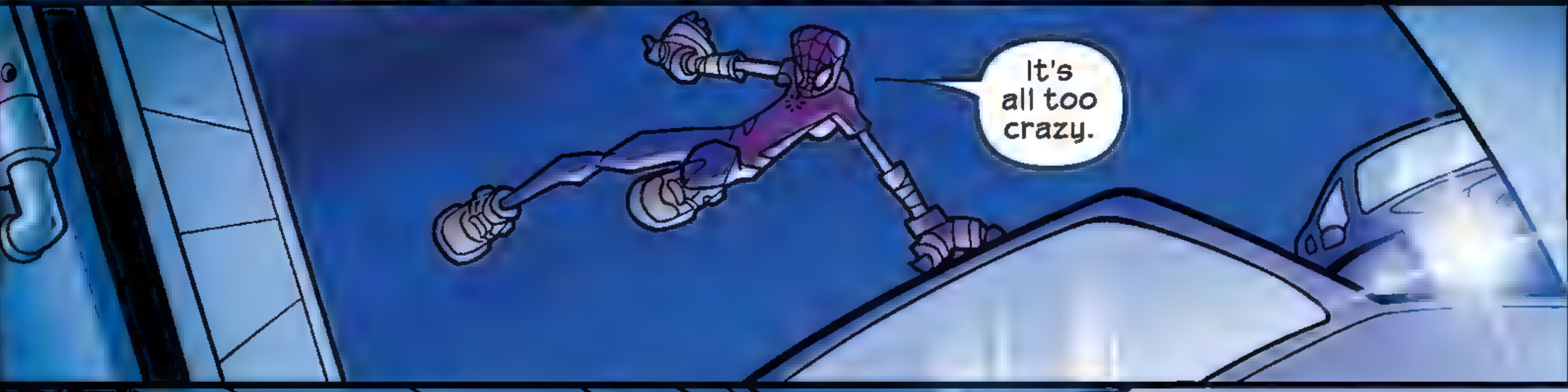
A three-panel sequence showing a nighttime street scene. The first panel shows a car and a truck with headlights on. The second panel shows Spider-Man's mechanical arm reaching out. The third panel is a close-up of the truck's front.

Was it all just some sort of dream?

Spider-Man is shown falling through the air, looking disoriented. In the background, a large truck is visible.

Felicia kissing me, putting the amulet around my neck, then that red demon splitting her in two...

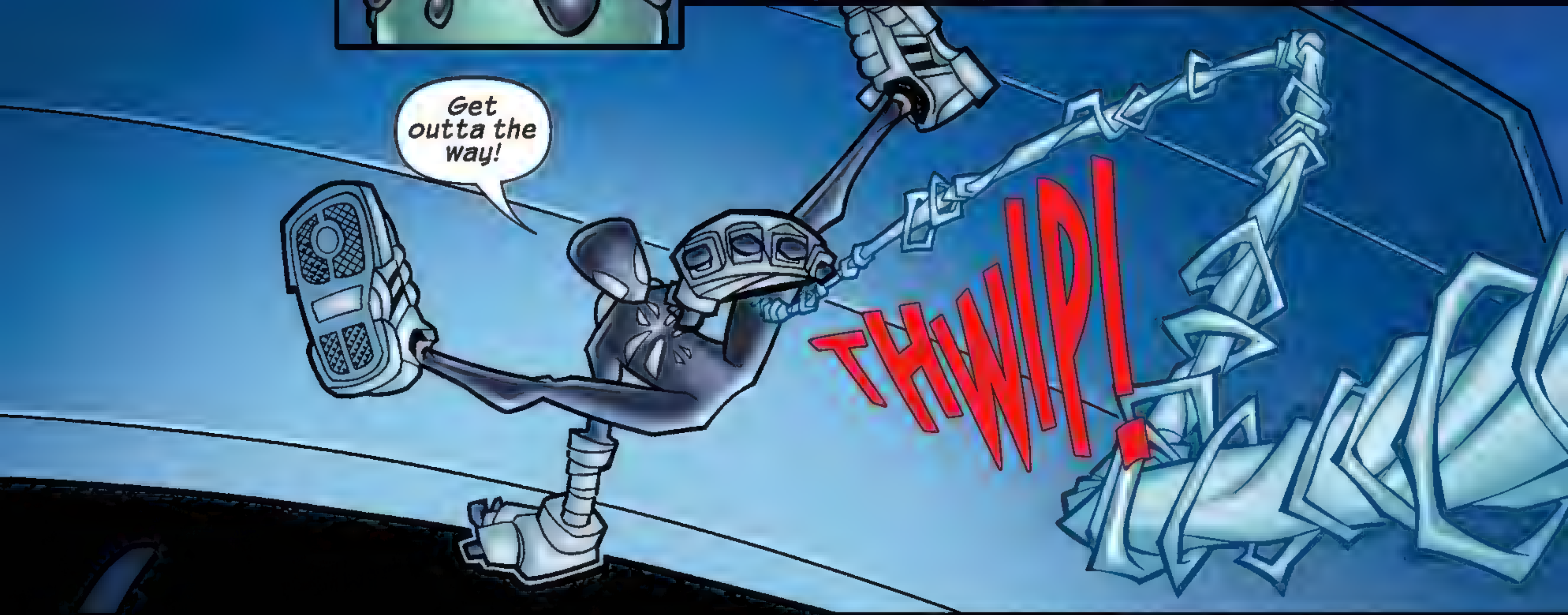
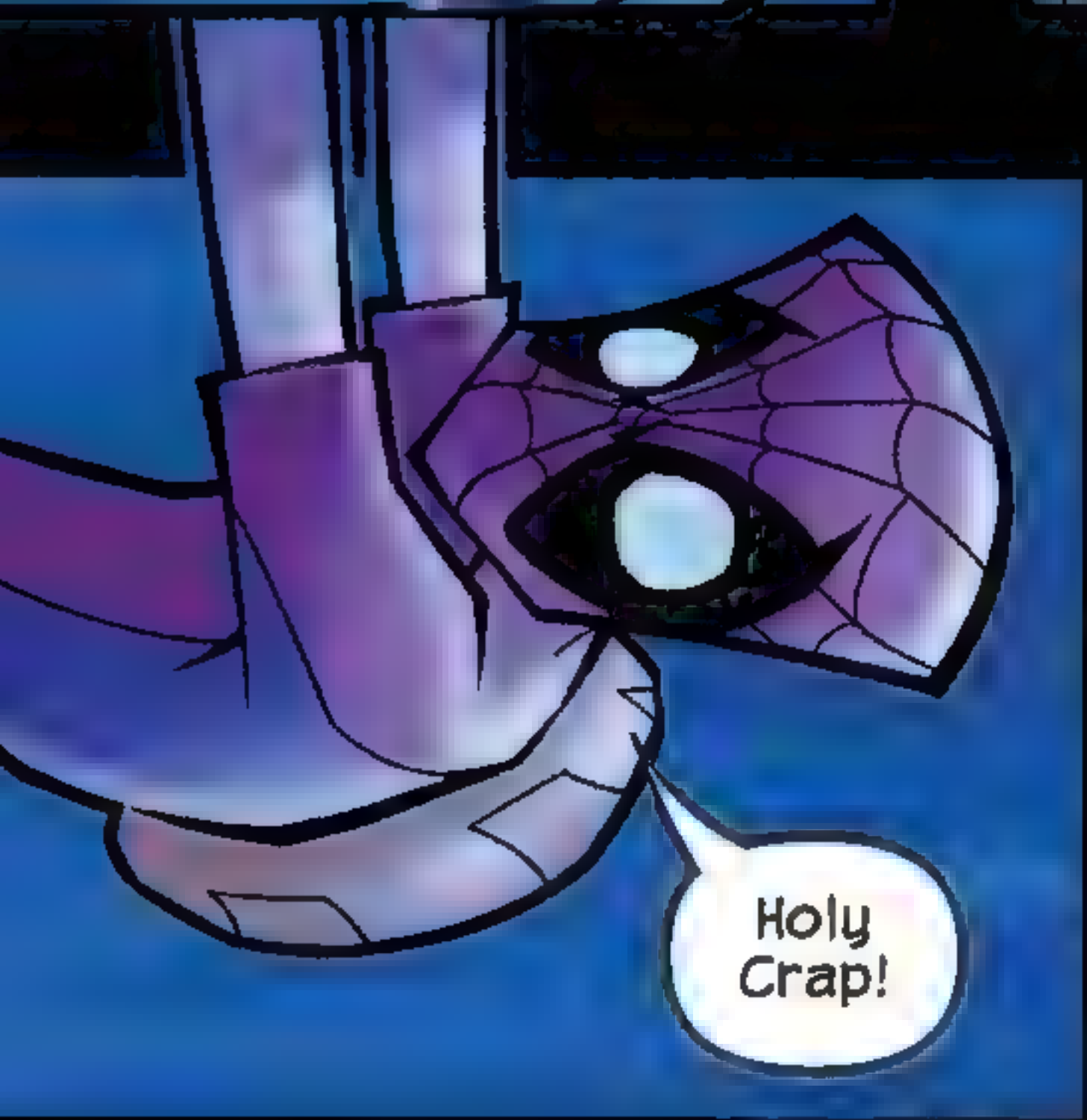
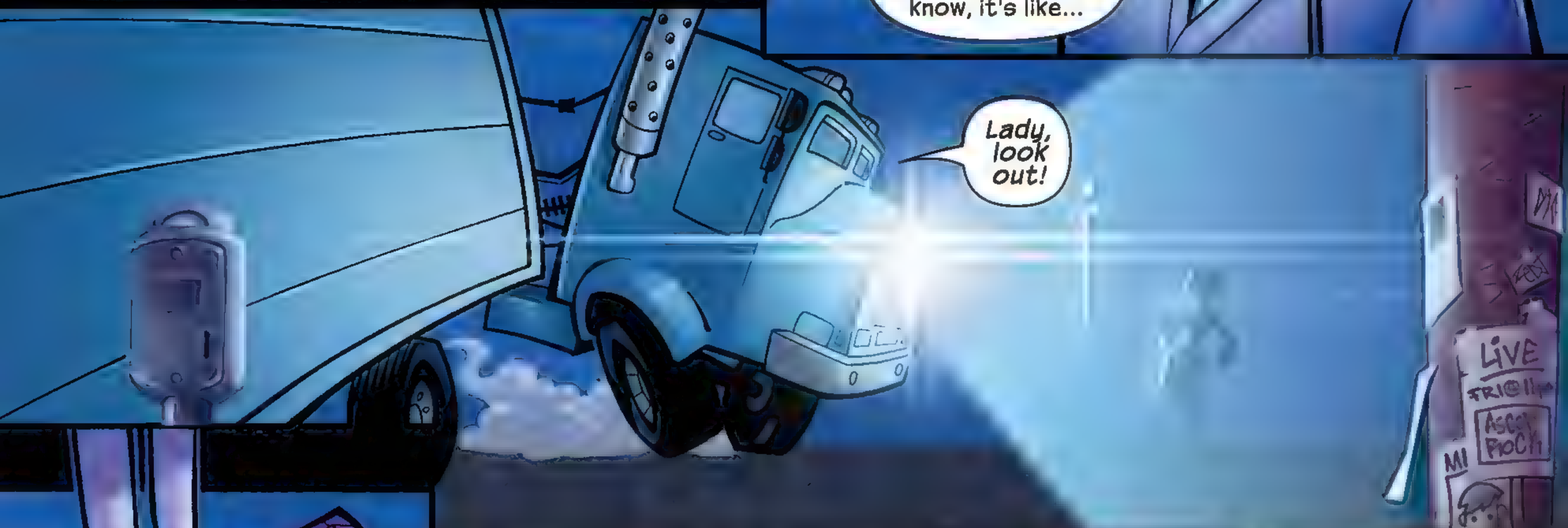
And the next thing I know I'm waking up in school the next morning?!

Spider-Man is running across the hood of a car, looking back over his shoulder with a worried expression.

It's all too crazy.

A close-up of Spider-Man's face, looking extremely stressed and confused. His mechanical arm is visible in the foreground.

But how do I explain *this*?





Later...

My head...
pounding...

Feel
so...

...cold.

"Peter, you are
in danger."

Ben?

Everyone
you love is
in danger.

This will be
your greatest
test.

Do not
fail. May's
life depends
on it!



Ben?
May?!



I'm right here, Peter. Goodness, you're burning right up.



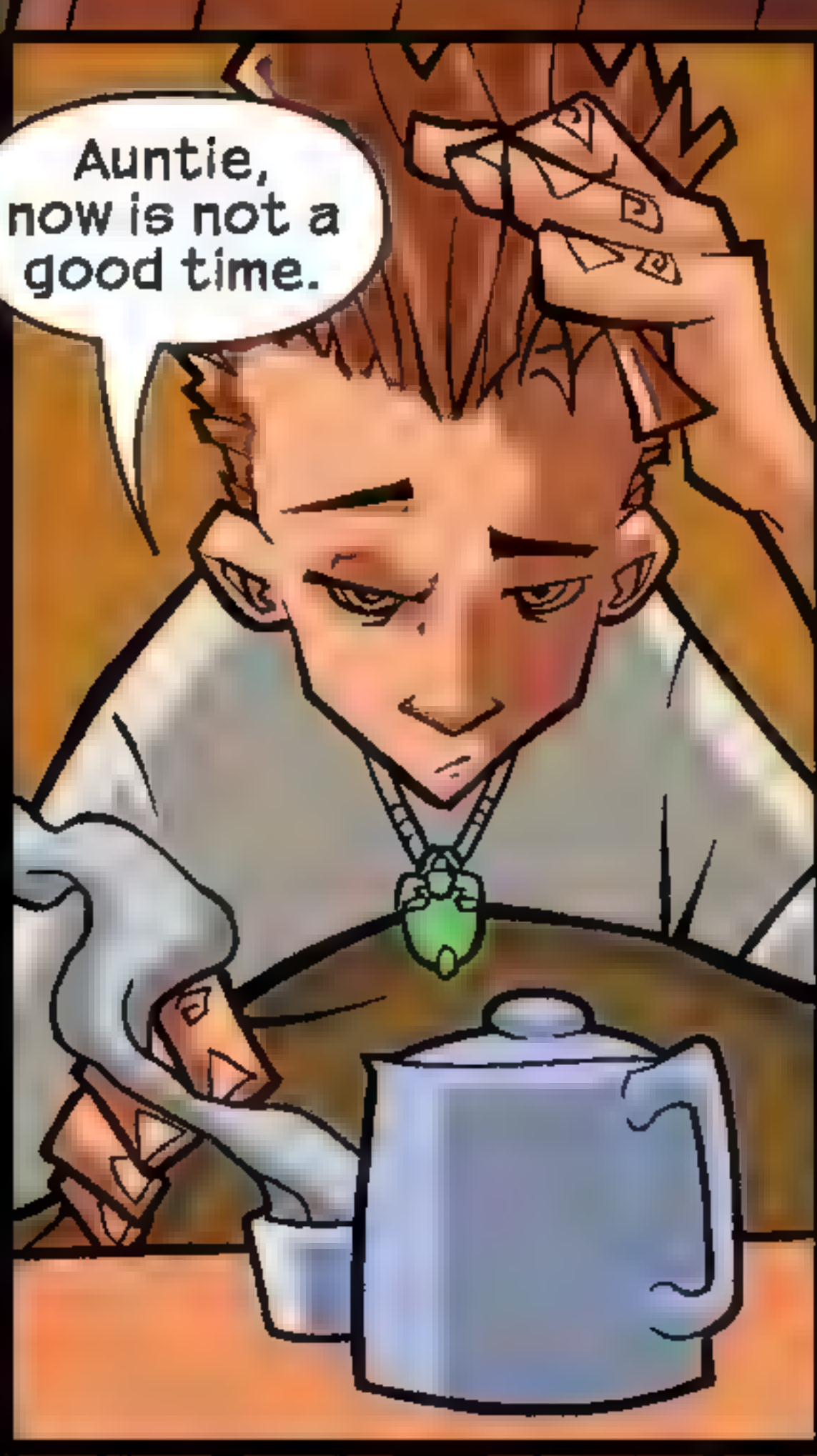
A Mr. Osborn is coming over to speak with you, Peter. He has some very serious concerns.

It seems there was an incident on your field trip yesterday. Some kind of property theft. A necklace, I think.

I also had a phone call from Dr. Octavius. He told me about what happened at school today.



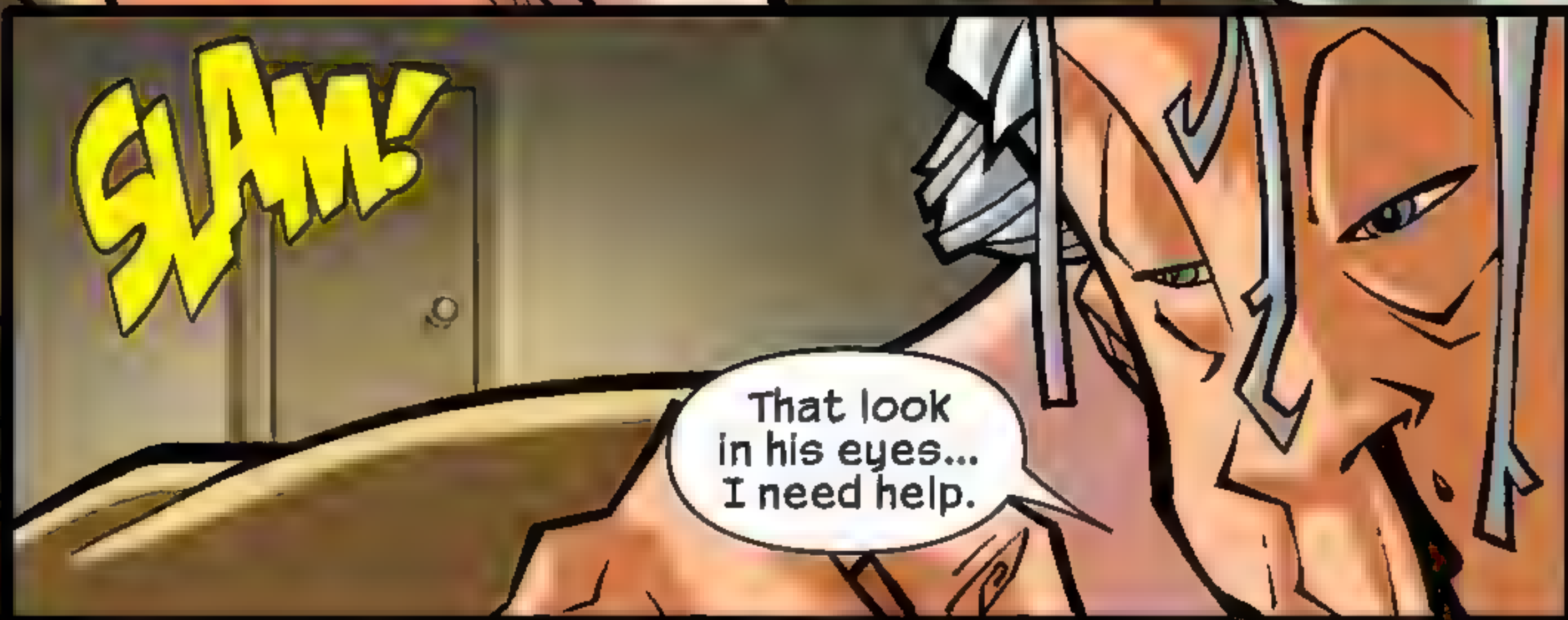
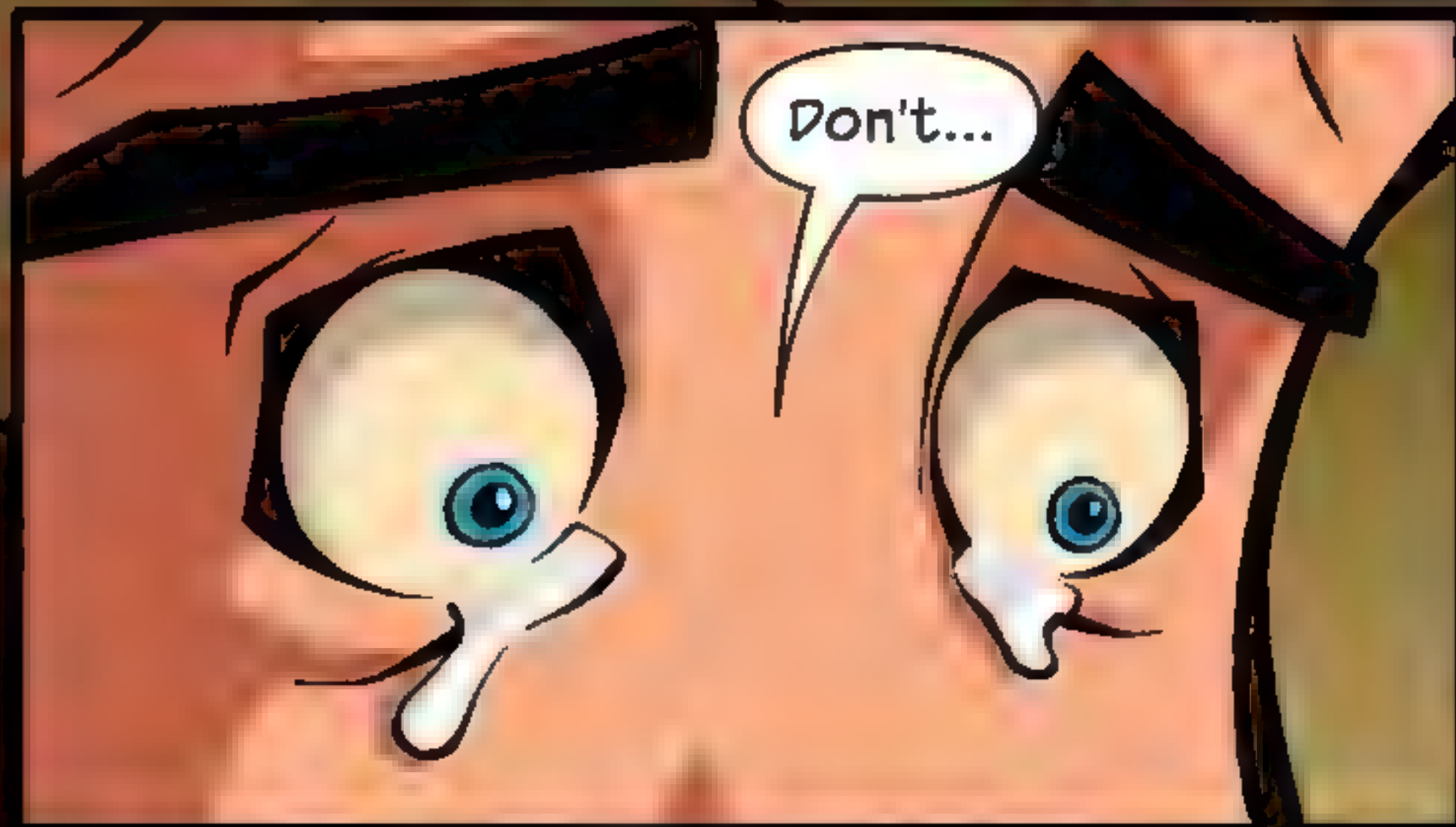
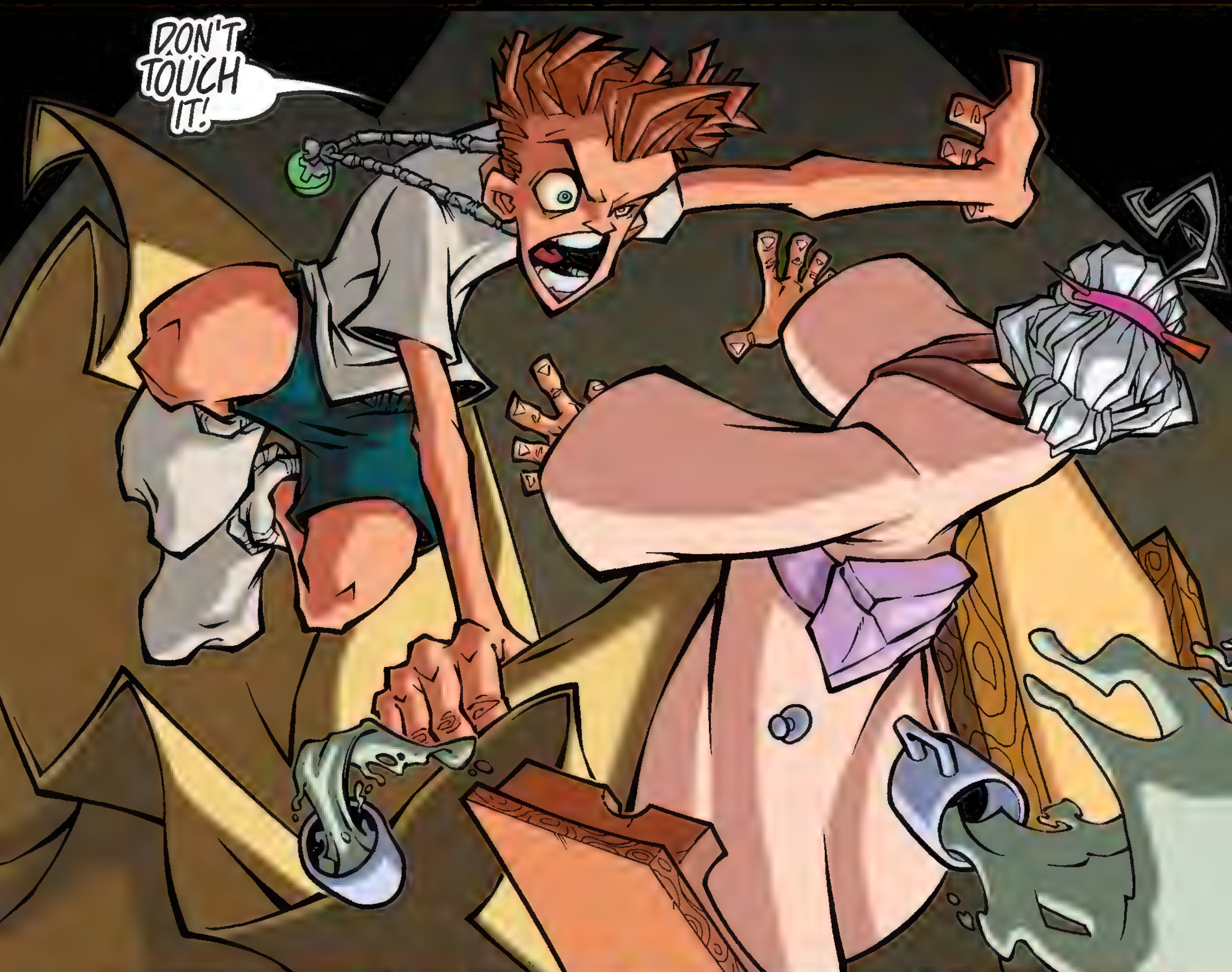
Peter... What's going on?



Auntie, now is not a good time.



No!



The Osborn Residence.

Okay, Harry. Focus on being quiet.

Like a little bunny or a mouse.

Just try and sneak by...

...without being noticed.

oops.

Dad?

Sorry I'm so late. There was this thing that happened at the rave and I missed my ride.

You were probably really worried.

Not now, son. I have work to do.

You couldn't care less, could you?!

Don't you ever raise your voice at me!

Make sure you're up in time for school tomorrow.

I don't have the patience to listen to that bumbling teacher of yours again.

Later,
underground.

The girl may
already be dead, but
the boy remains. Once
you find this little black
Spider-Boy, engage
him.

He is extremely
dangerous now that he
has made the connection
with the amulet-- with
the darkness.

I have contacted
additional 'resources'. You
need only keep him occupied
until this help arrives.

It is now too
late to try and
remove the amulet
without killing the
boy.



Go!

Yes,
Master.



The Dark Powers you
seek are dangerous,
Osborn. They will
consume you.

I need those
powers if I'm ever
to bring Kay back
into this world.



God knows
Harry needs
his mother.
He's so...

...lonely.



CHILD.



ARE YOU
READY?



ARE YOU
READY TO HUNT
THE SPIDER?

Yes.



Meanwhile, at Peter's house...

Oh, Ben. Why can't you be here? Why can't you be with Peter?

I'm so scared. I'm not sure I can do this on my own.

He's all we have left. He's all I have left.

Peter.

DING!

Thank goodness you're here!

I need your help...

"...Mr. Murdock."

Yes, the help of a Devil Hunter. We haven't much time.

The amulet that your nephew has is a physical manifestation of the darkness of this world. This darkness has allies. *They* may have already made contact.

They will recruit him, and then they will *destroy* him.

I already know all this, Mr. Murdock. Years ago they took the life of my sister.

They killed Peter's mother!

The subway tunnels.

What's happening to me?

I watched someone die last night! Cut in two right in front of my eyes! I thought it was a dream... I thought it was a nightmare.

And May...

I would never hurt May. Never!

But when she reached for this thing...

I have to get rid of it. I have to take it off!

AAGGGGGHHHHHH!!!

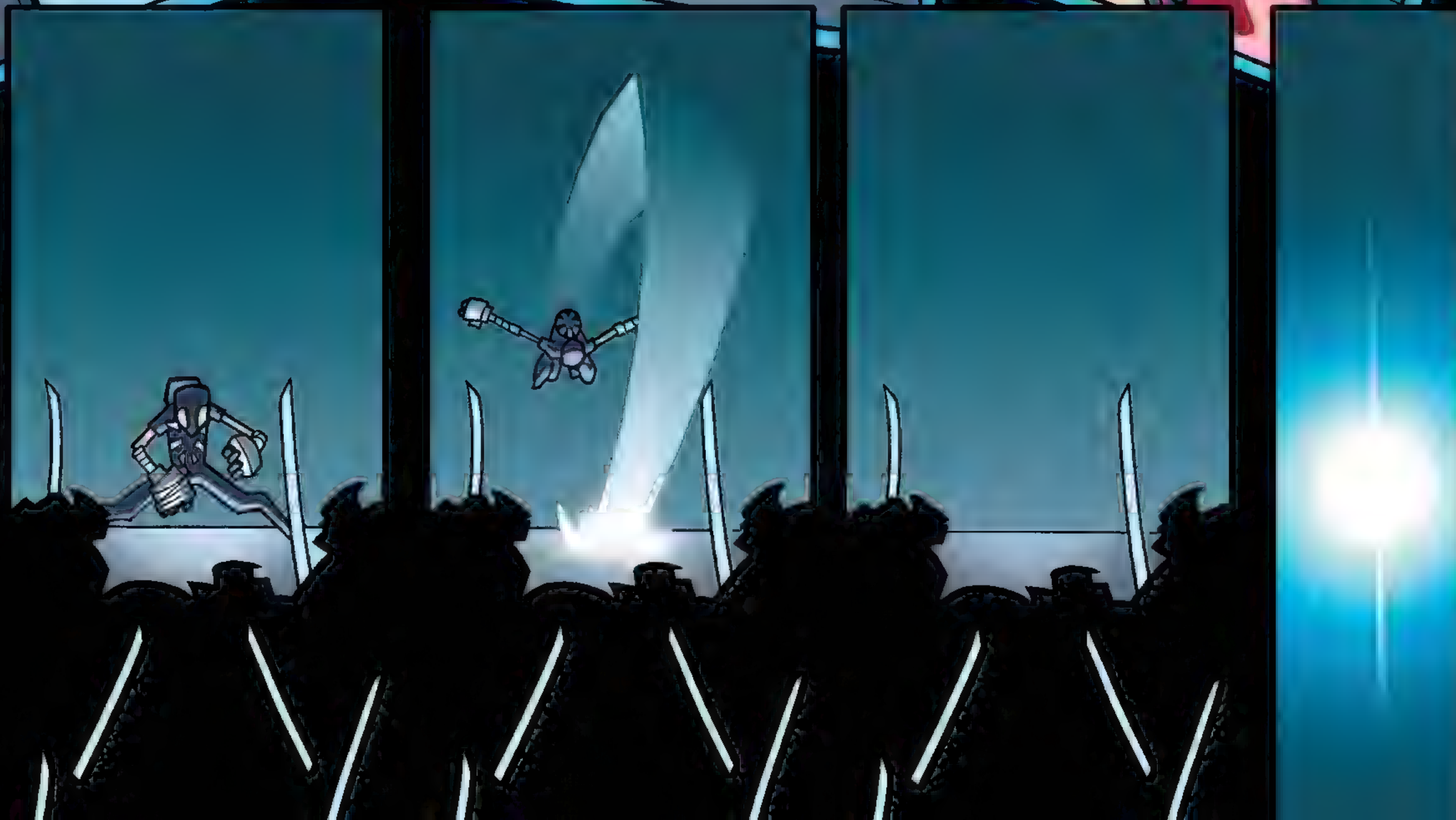
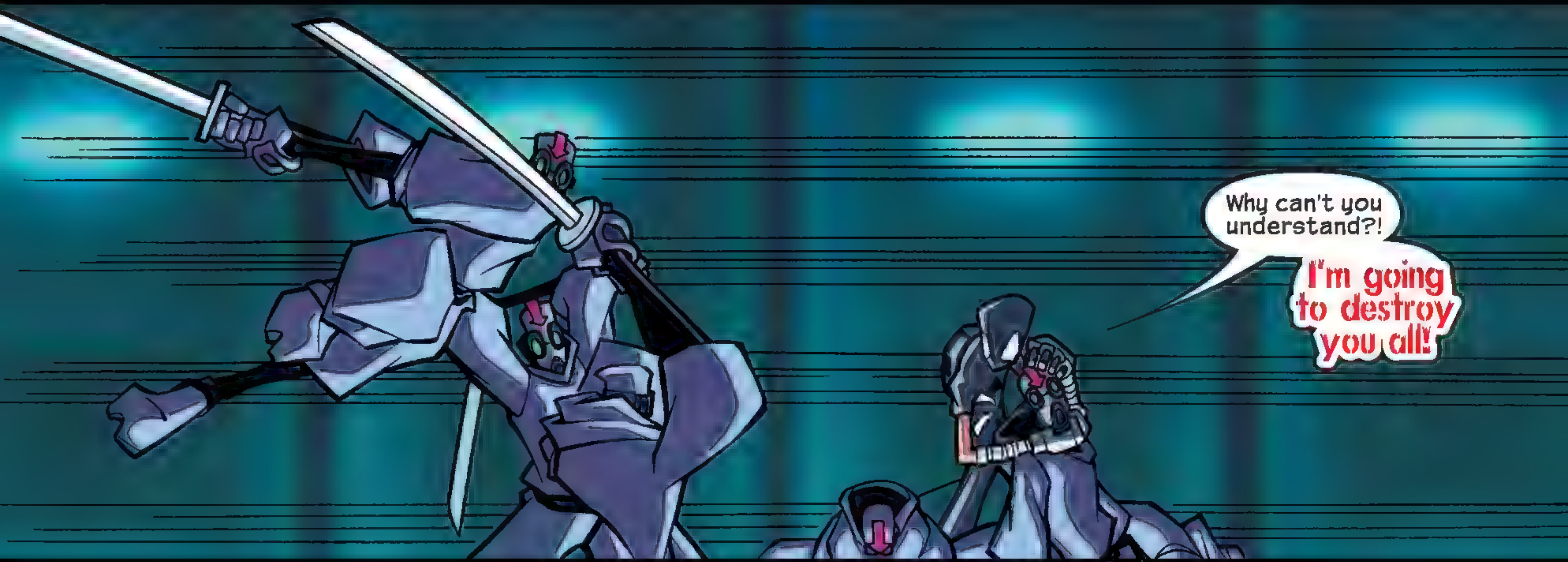
RAFF!!

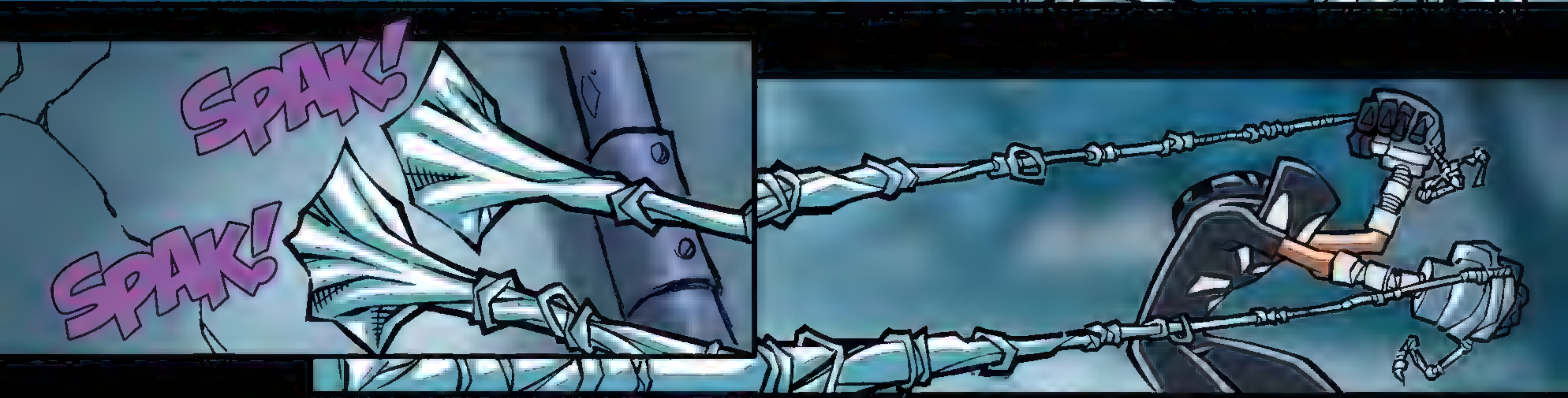
I feel...





WHY WON'T
YOU LISTEN TO
ME??









karandrews.com





HFF!

GURGLE



Your new pet has yet to find his bark, Baal.

You're still holding back, boy!

Trust the anger. Overpower the fear.

Find the darkness.

GURGLE GURGLE



Gasp!

I can't... I can't lose... control...

Oh, no?

Then let me be your teacher, Peter.

Let me show you the way.



LET

GO!



grrrgggglee...

AAAAAGGGHH!!

Aggression!

Blood!

ggrrrr...

CRACK!

PAPFFF!

CRUNCH!

Is this what you want, Baal?

Death...

TUNK!

SNAP!





The Parker Residence...

My heightened senses should be able to track Peter's movements fairly easily.

Especially with such strong... 'source material'.

Mr. Murdock, thank you.

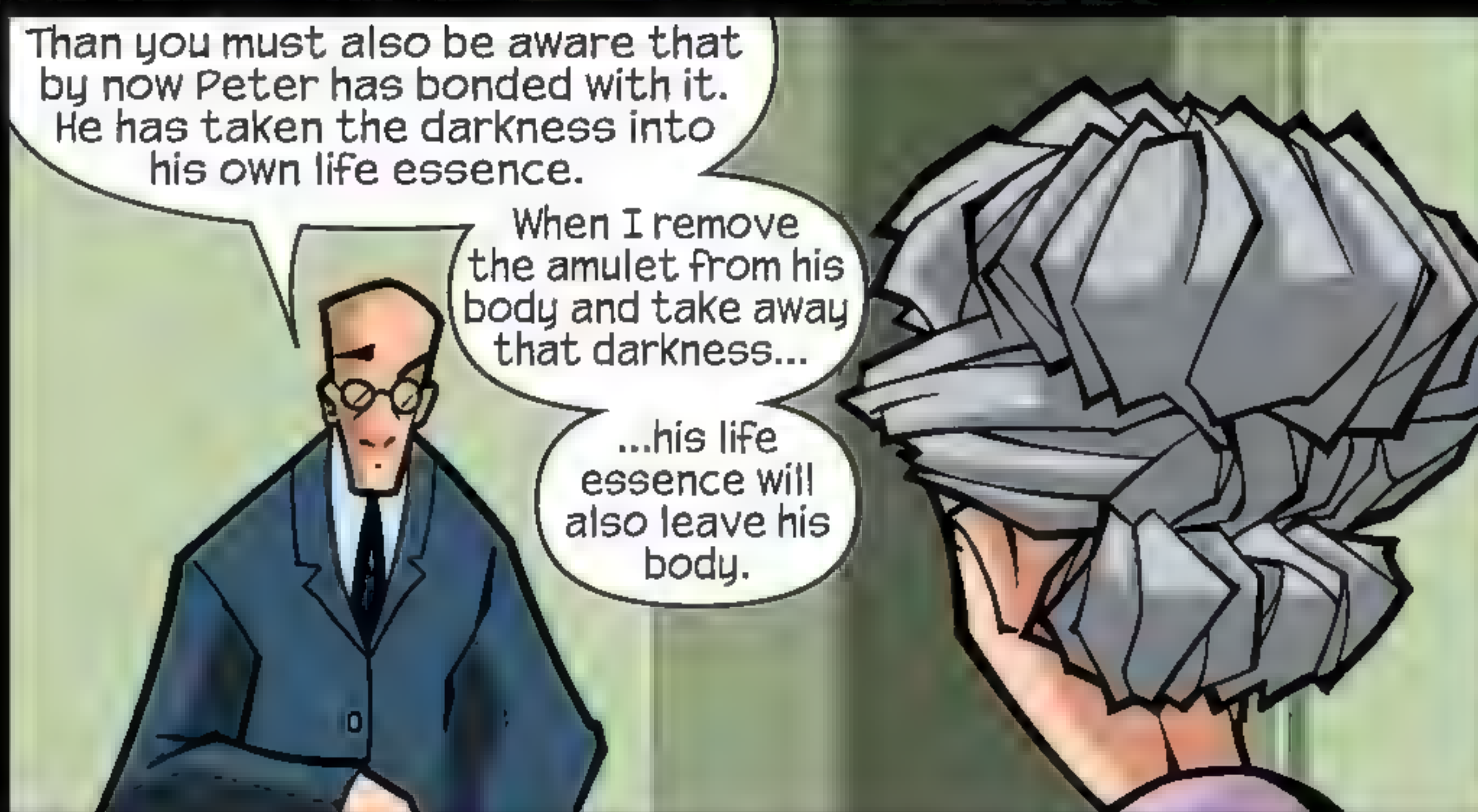
If anything were to happen to Peter...

He's all I have left.



Ms. Parker, you said you were aware of the nature of this amulet.

Yes. My sister lost her life to that cursed thing.



Then you must also be aware that by now Peter has bonded with it. He has taken the darkness into his own life essence.

When I remove the amulet from his body and take away that darkness...

...his life essence will also leave his body.



He will not survive.



No! I thought there would be some way...

I'm sorry, Ms. Parker, but at least this way we can save his soul.

I'll be in touch.



It can't end like this.

I promised his mother.



Isn't it beautiful, Kiri? The water, the skies...

It looks the same as it did last night, May.

One day, Kiri. One day you'll meet someone. And from that day on, you will wake up and the sun will shine brighter...



A day like today, May?

Shinji, my love!



Even the setting sun looks pale and dull compared to you, May.



What does this mean, sensei?



Sensei?



Peter! How could you do this to me?!

MMAAAM!!

Ah, the young spiderling finally awakes.

Where?
Who? Oh... Baal.
I'm sorry, I was dreaming.

Eat. The initiation pushed you pretty hard. You've been asleep for days.

Days?
I need to get home. I need to see May.

You've never had much of a family, have you, Peter?

Just May. Only the last time I saw her, I...

She got hurt.

She's not strong enough for you, Peter. Here in the Clan we are more than just family. We are friends and brothers.

You don't have many friends, do you, Peter?

Here, among us, not only are you wanted, but you will become our greatest warrior. People will look up to you, Peter. They will admire you.

We can help you *accept* the darkness... use it for your own needs.

But it won't happen without you wanting it to.

May... your high school... your sensei... You have to learn to let go of your old life.

It all seems so far away right now.

It is.

The classroom of
Otto Octavius...

My new little
friend,
"Canterbury".

You are
such a perfect
creature. Unique.
Brilliant. Admired.
I envy you.

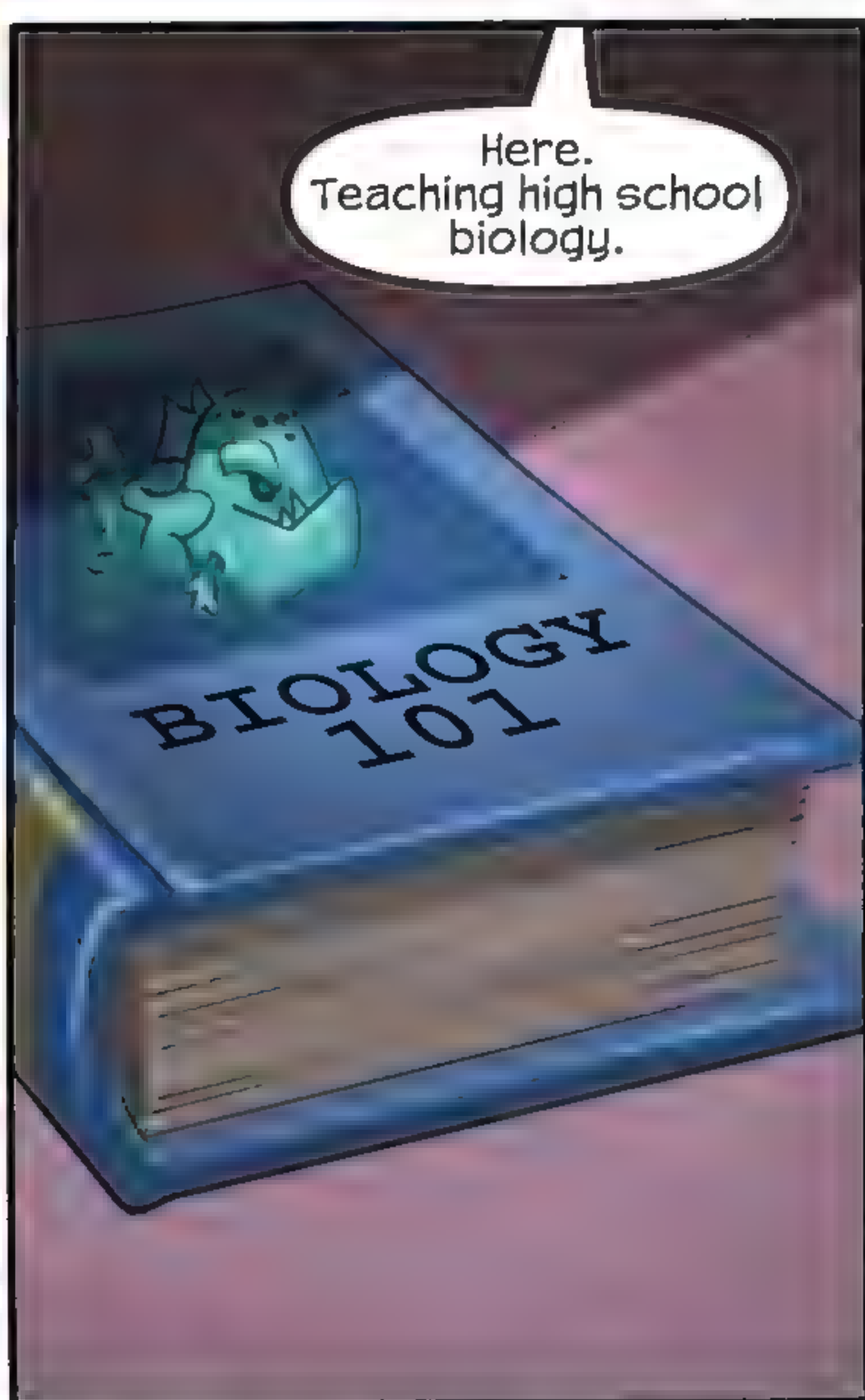
"Brilliant"
was a word my
old college mentor
once used to
describe me.

I gave up so
much to dedicate myself
to education. Friends,
family... I turned my back
on them all just so I could
become "brilliant".

But instead
of leading international
lectures or writing papers
for scientific journals,
where did I end up?

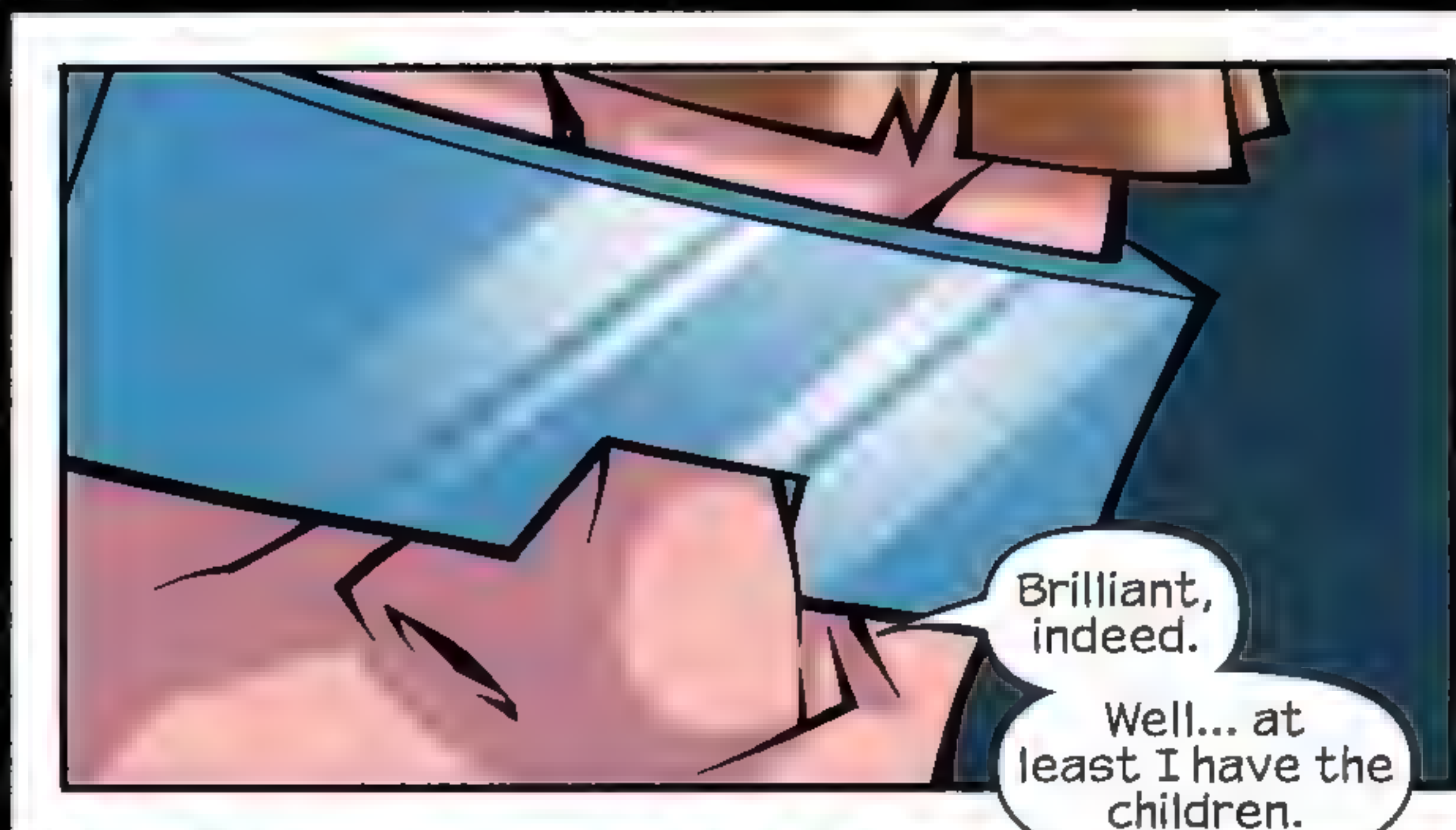


Here.
Teaching high school
biology.



Brilliant,
indeed.

Well... at
least I have the
children.





Elsewhere...

Master, we were outnumbered. An entire Clan of spider-like warriors. We did not stand a chance.

The Shadow Clan reveals itself. This complicates matters.

Even Venom and the Kuji Kuri cannot hope to overcome the Clan. There is only one option left.

Only one way to get that amulet.

Only one way to see my Kay again.

The cost will be great.

Possibly my very sanity.

GRRNCH

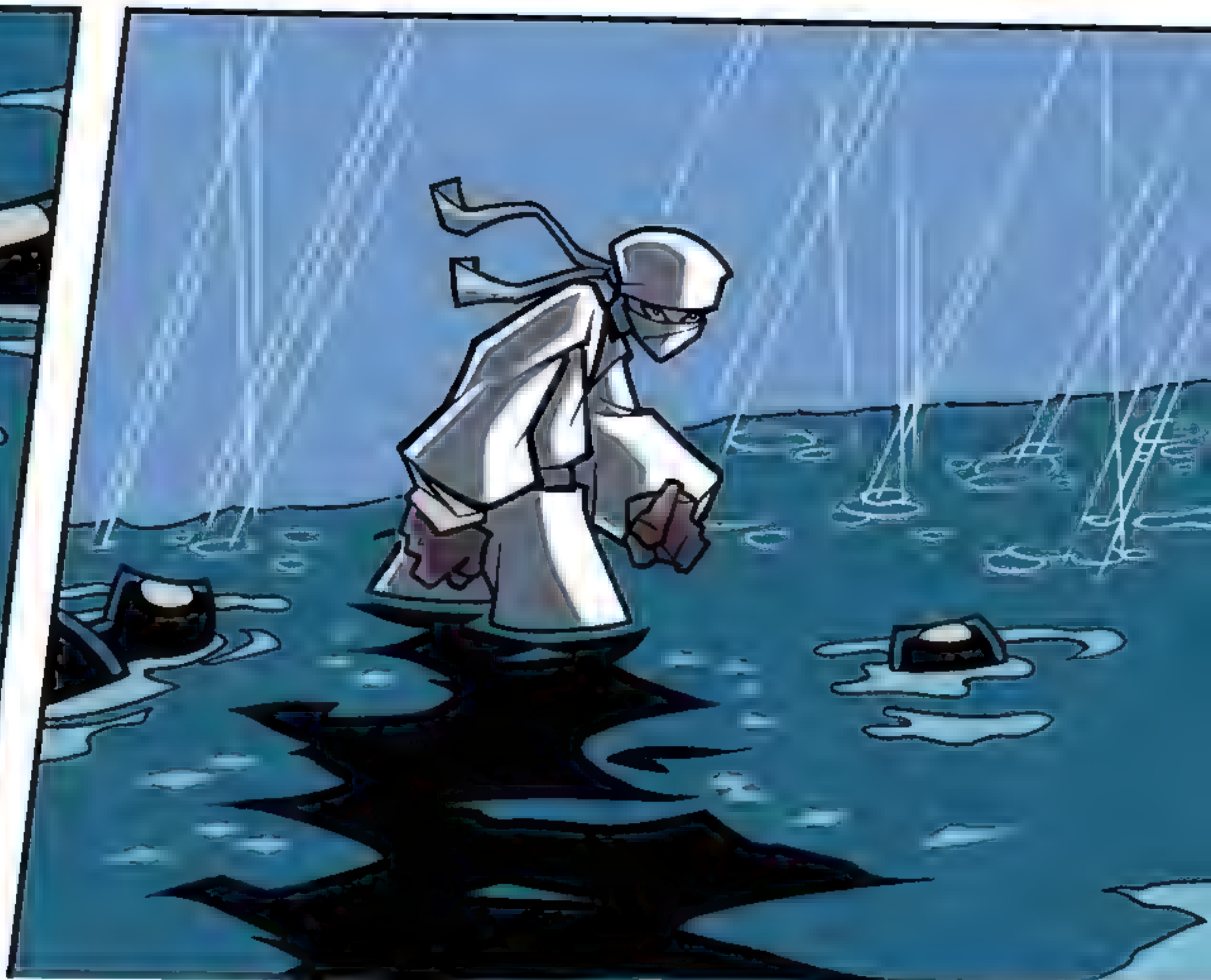
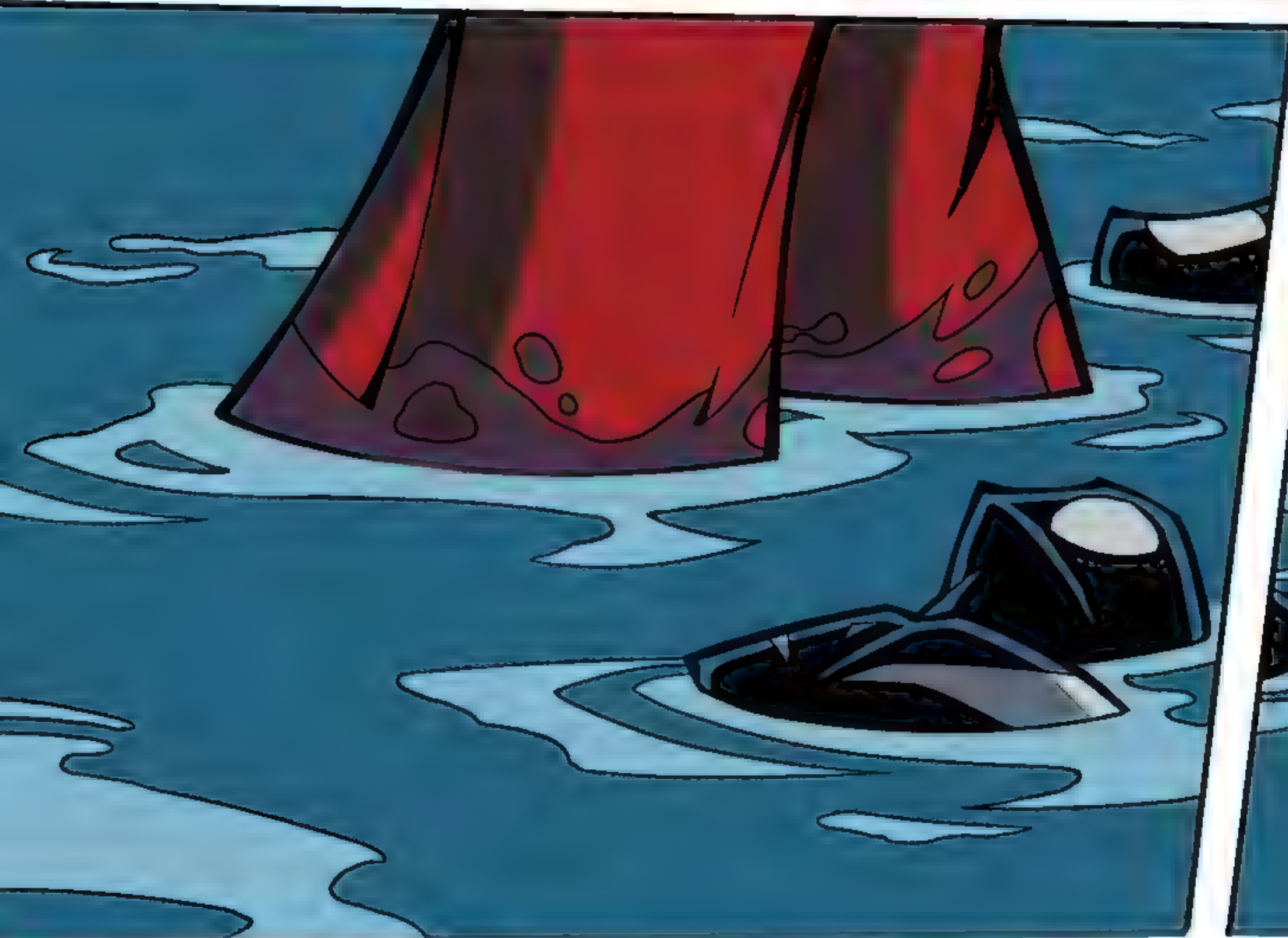
But Harry needs his mother.

With these forbidden words, I give myself to the demon world!

A true and willing participant!

I forfeit my ties to mortal weakness!

The underground tunnels...



IT TOOK GOD SIX DAYS TO CREATE THIS WORLD,
FELICIA. IT TOOK BUT A SINGLE MOMENT FOR
MAN TO TAKE THAT WORLD AWAY FROM YOU.

I'VE GIVEN YOU A SECOND
CHANCE. ALL I ASK IS
THAT YOU FULFILL YOUR
PROMISE TO ME.

Don't
worry, big man.
You'll get your
amulet.

WHEN YOU DELIVER THE AMULET TO ME, I WILL GIVE
YOU A CODE. IF YOUR CYBERNETIC IMPLANTS DO
NOT RECEIVE THIS CODE WITHIN 24 HOURS, YOUR
BODY WILL SHUT DOWN.

I'LL TAKE BACK WHAT I OWN...
LEAVING YOU AS I FOUND YOU.

LIFELESS.



Yeah.
Yeah.

Listen, I
know where the kid
is. And the amulet is
with him.

HE WILL BE PROTECTED
BY THE CLAN.



Thanks to you
and your cybernetic
miracle working,
they're gonna learn
real quick...



This
kitty's got
claws!



The moment
we've been waiting for has
come, my Kuji Kuri. The Shadow
Clan has grown in strength
since I last fought
beside them.

Perhaps too
strong to tackle on our own.
But the fates have provided
us with assistance.

We shall wait,
take them from behind,
and mop up whatever
is left.

Underground...

Peter...

It causes
me great pain
to have to do
this...

...but not as
much pain as this
world would feel
if I did not.

CHUNK

What?!





Meeorrrrwww!!



Guess what? The cat came back.

You! You're alive?!



Brothers!

Oh, God, Peter!

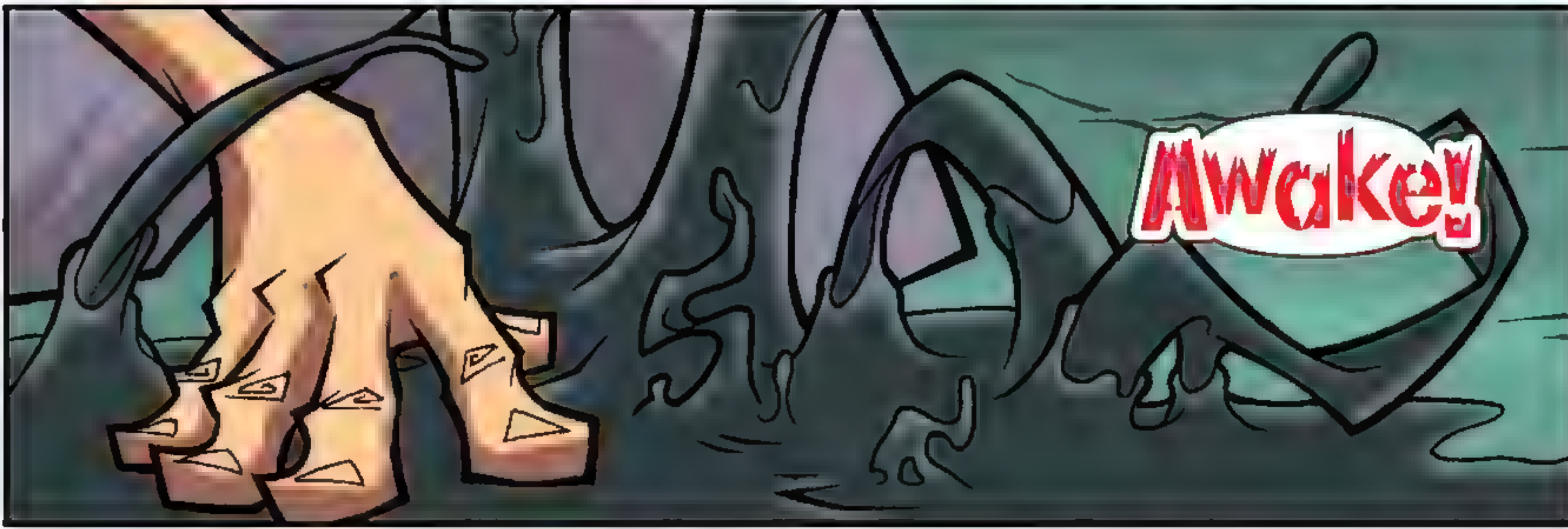
The boy is in danger!

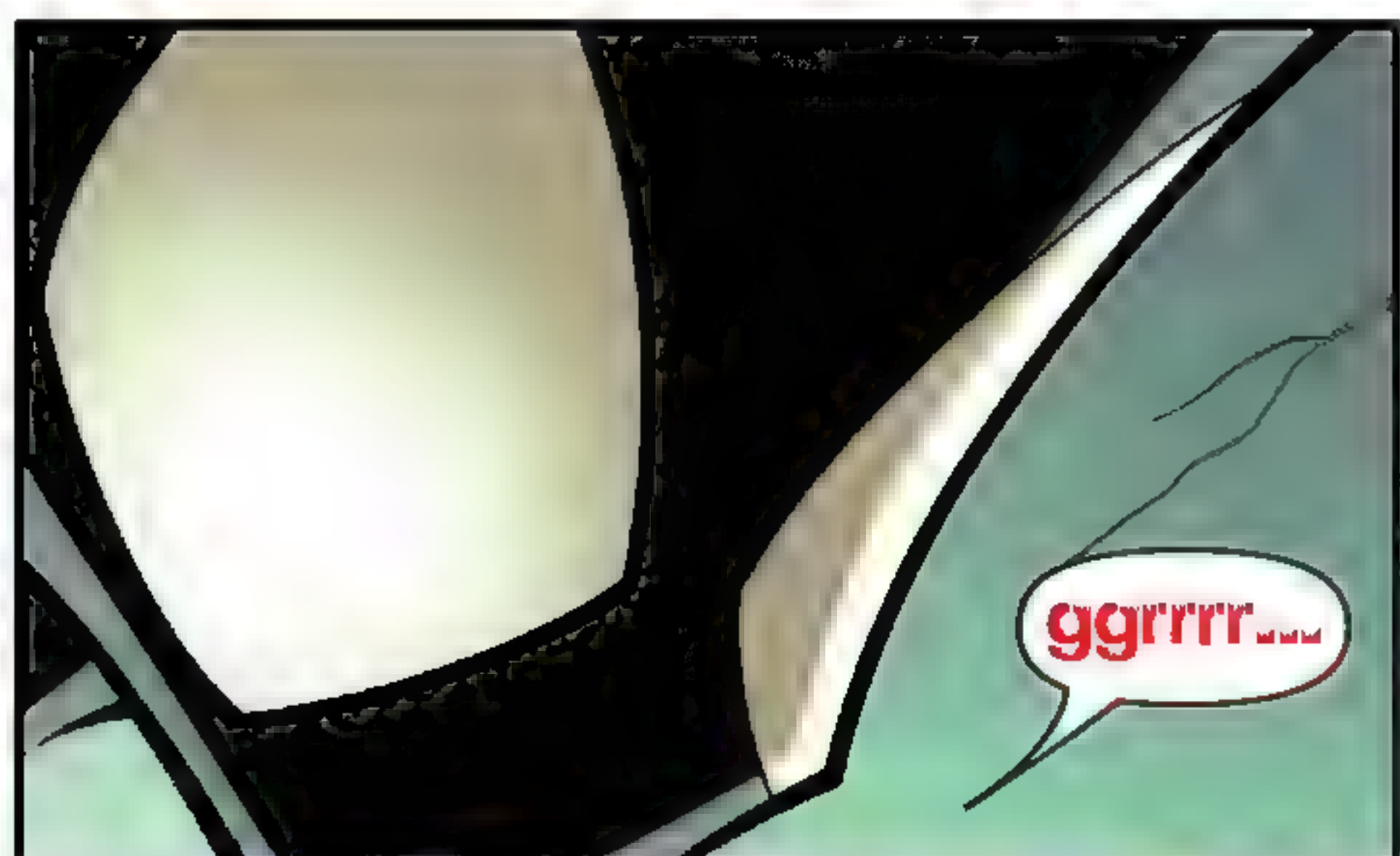
Wake Baal!

Defend him!



I must finish what I have begun! The boy has yet to be...





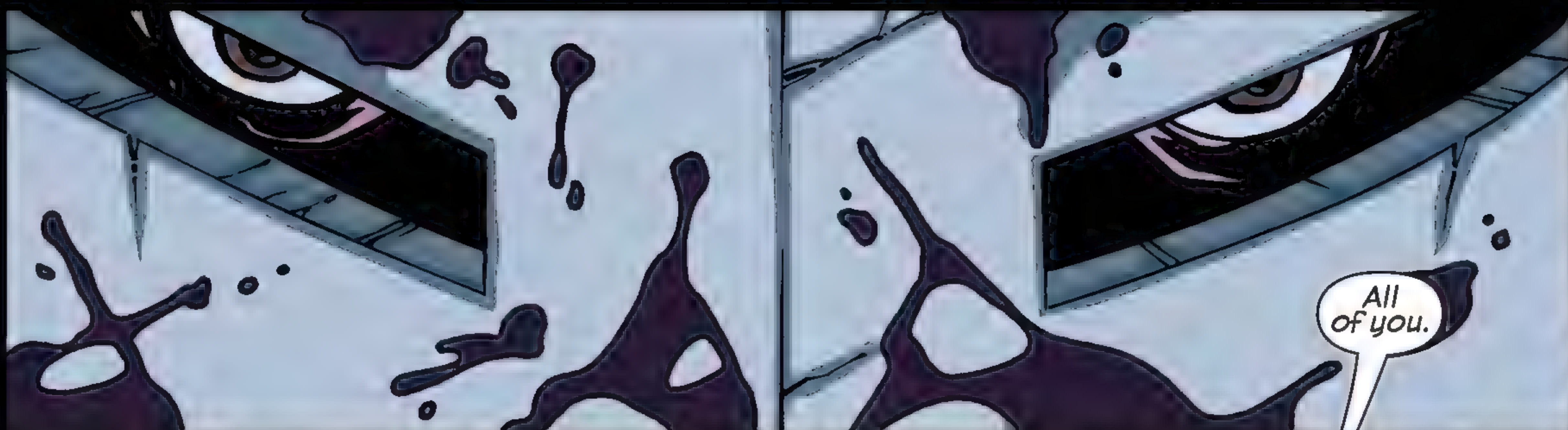
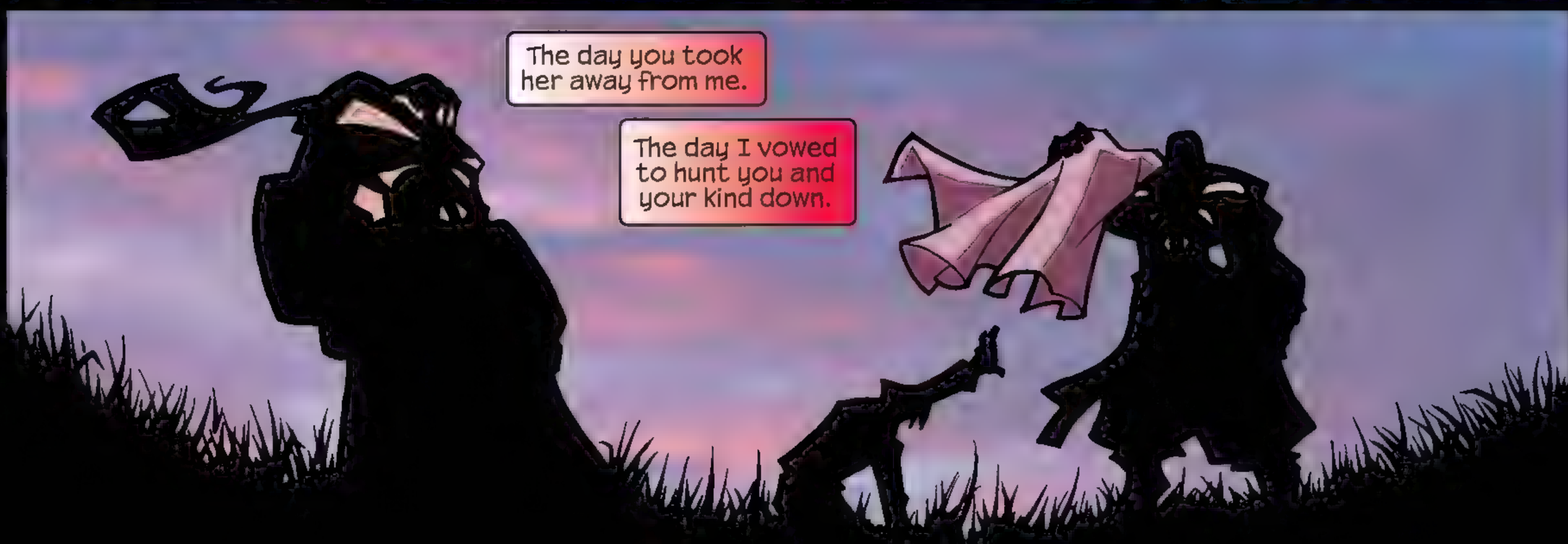


















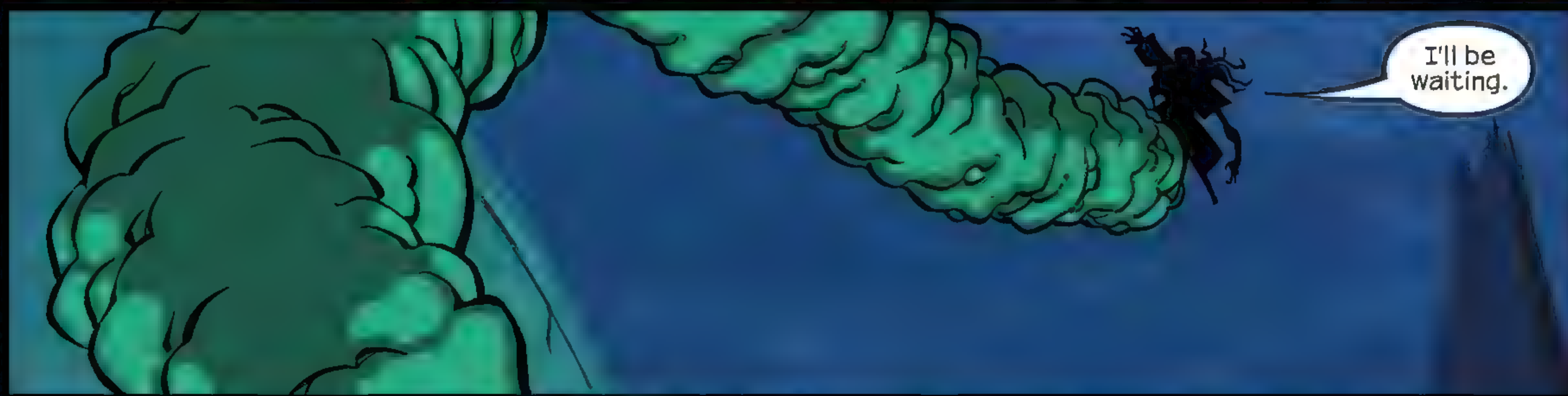
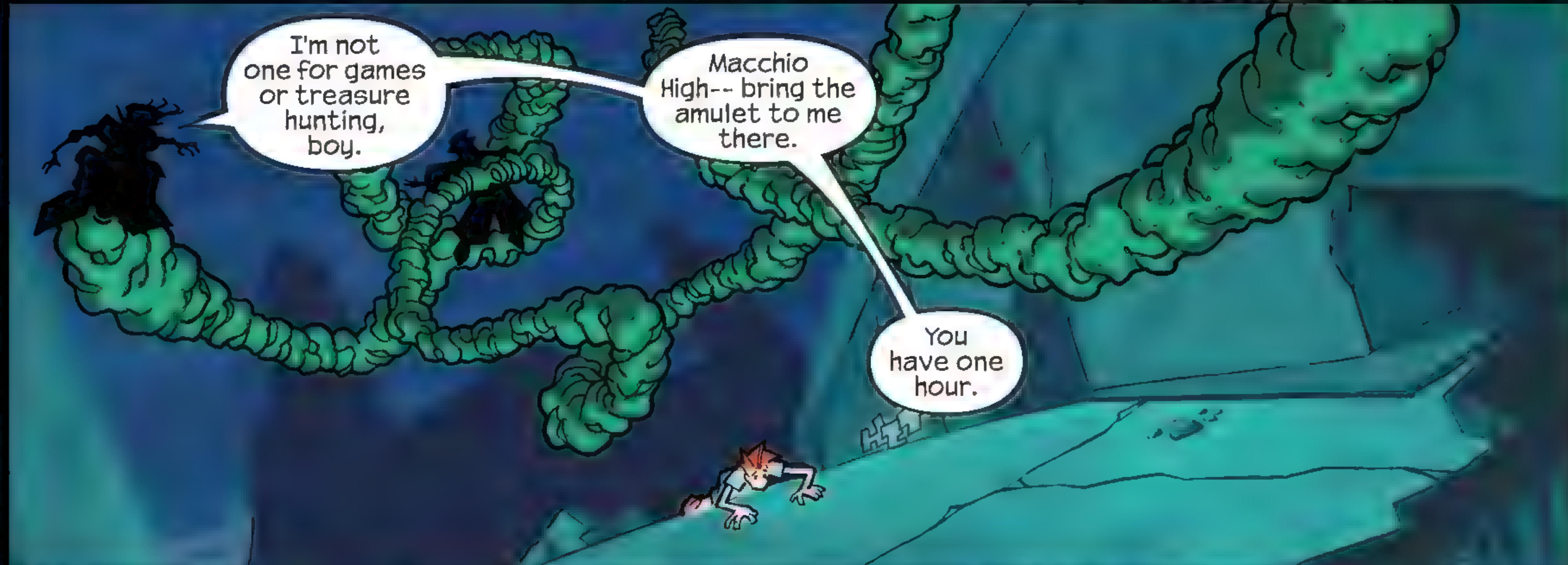


Where's
the amulet,
boy?

My
word!

Duke
Lucky

SKULLS



Strength!

Your little one is already so big, May! But isn't it strange to not have named him yet?

He's so special. I can't decide. When the time is right, a name will appear for him.

Much like his father, he's always running around looking for trouble.

HA HA I think that comes from his mother, don't you?

Admit it, May, you're the one always running around trying to take care of everyone else.

No. Just my little sister. But not for much longer. I hear Mother has found you a husband, Kiri.

Yes, a skilled fighter. Ambitious, too. I've heard him talk of his own martial arts school someday.

May... Shinji... You two found each other and fell in love. You created a beautiful child. No one *decided* who you were going to marry. And no one's going to decide for me either.

But Ben is a nice young man...

That's enough!

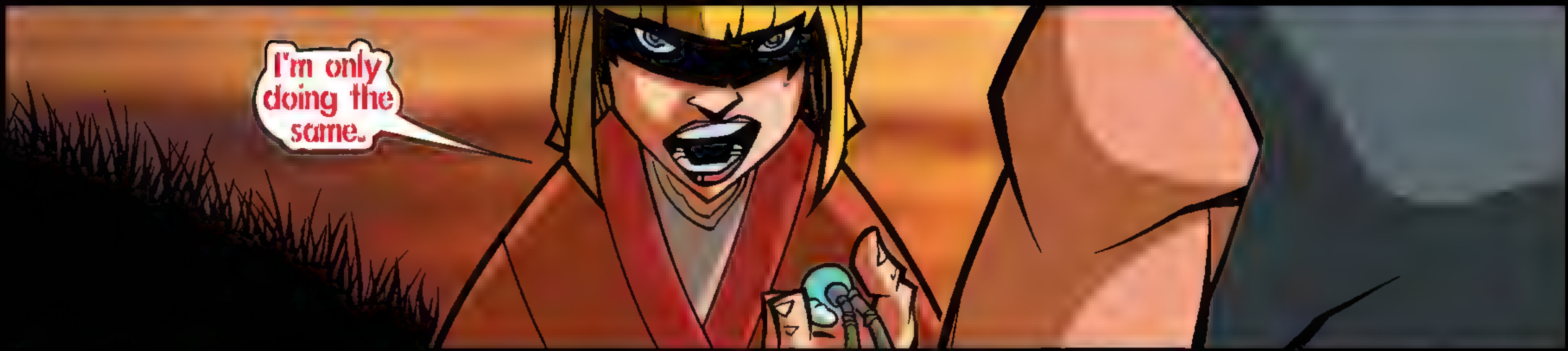
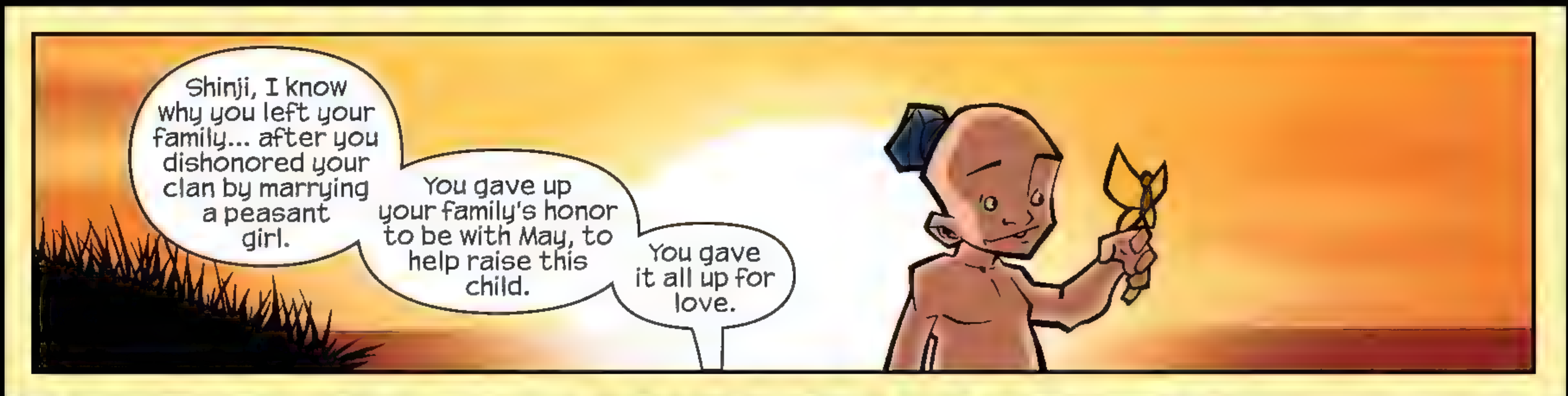
I've already found someone.

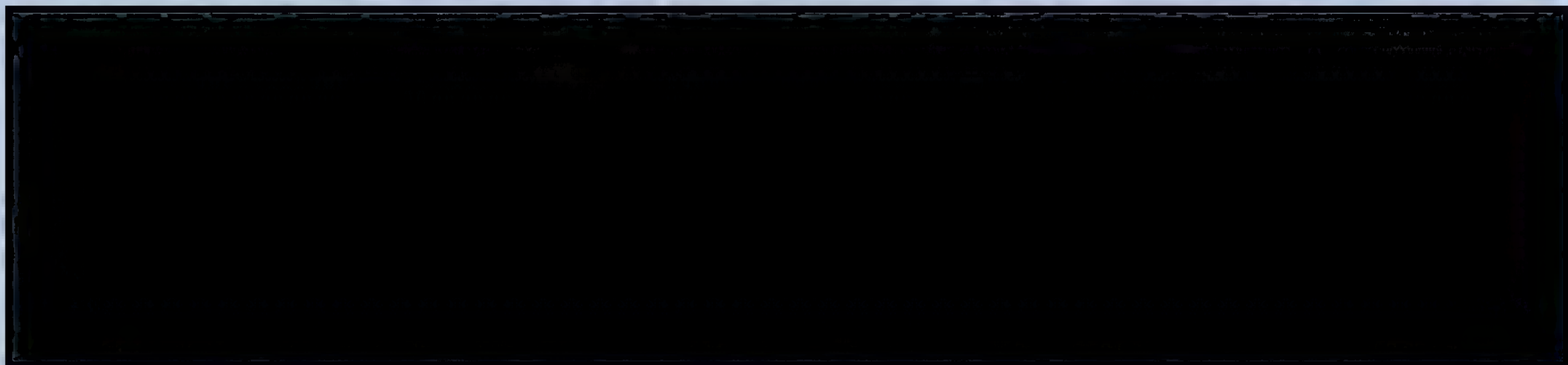
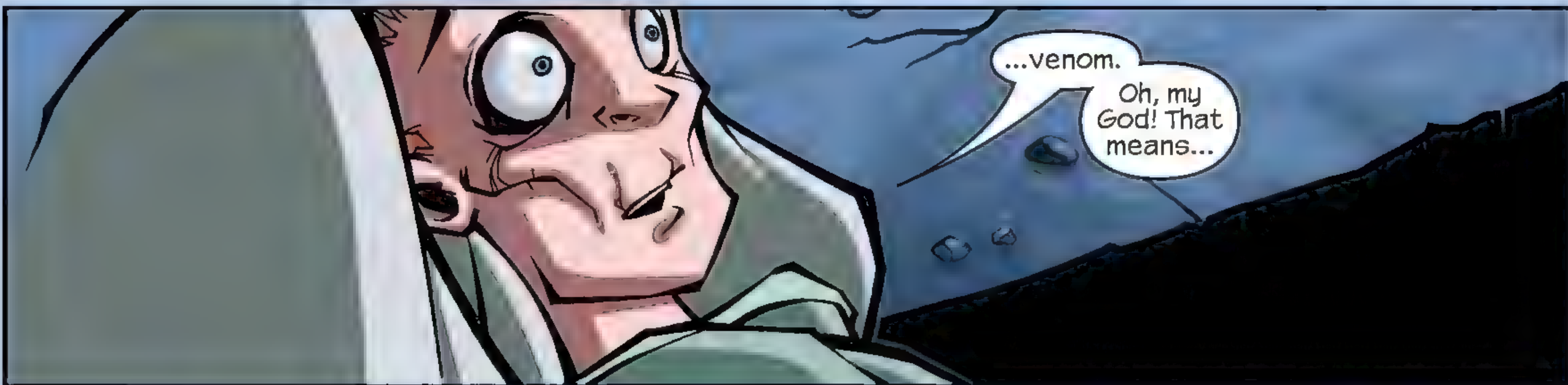
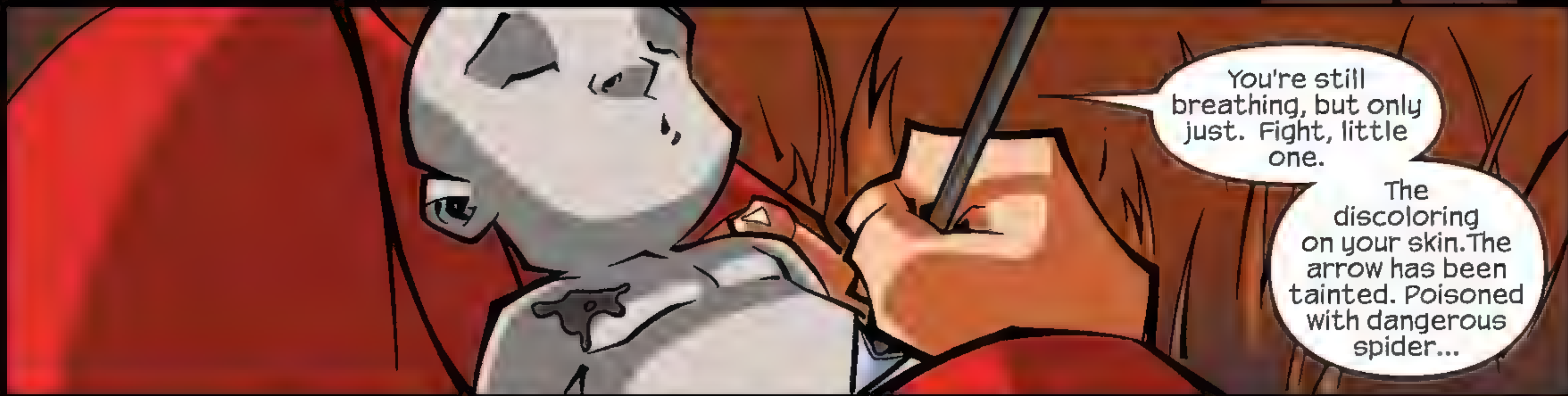
Kiri, by marrying Ben...

He gave me this.

And just like you, May, I... I'm giving him a child.

I'm pregnant.





The amulet is mine!

Osborne didn't see it. Heh.

It was right beside you and he didn't even see it.

All those new found Goblin powers and all he had to do was look to your left.

The fool.

VENOM!

Give me... the amulet...

Need to... put it back on...

One last time...

Use the darkness.

Save May...

Wonder why you're still breathing? Why it's going to take you another week of wasting away before your body shuts down?

You never gave yourself completely over to the amulet's power. Until that's done, your energy within the amulet can be... replaced.

The 'goodness' inside you held you back. It made you weak. But I know nothing of goodness.

Some say it happened as a child, when I was struck by that venomous arrow.

Excuses. I was born evil. Nature's decision. It's who I am.

If anyone's destiny lies with that amulet, it's mine.

You spared my life once. It's a debt I still owe. My life for yours.

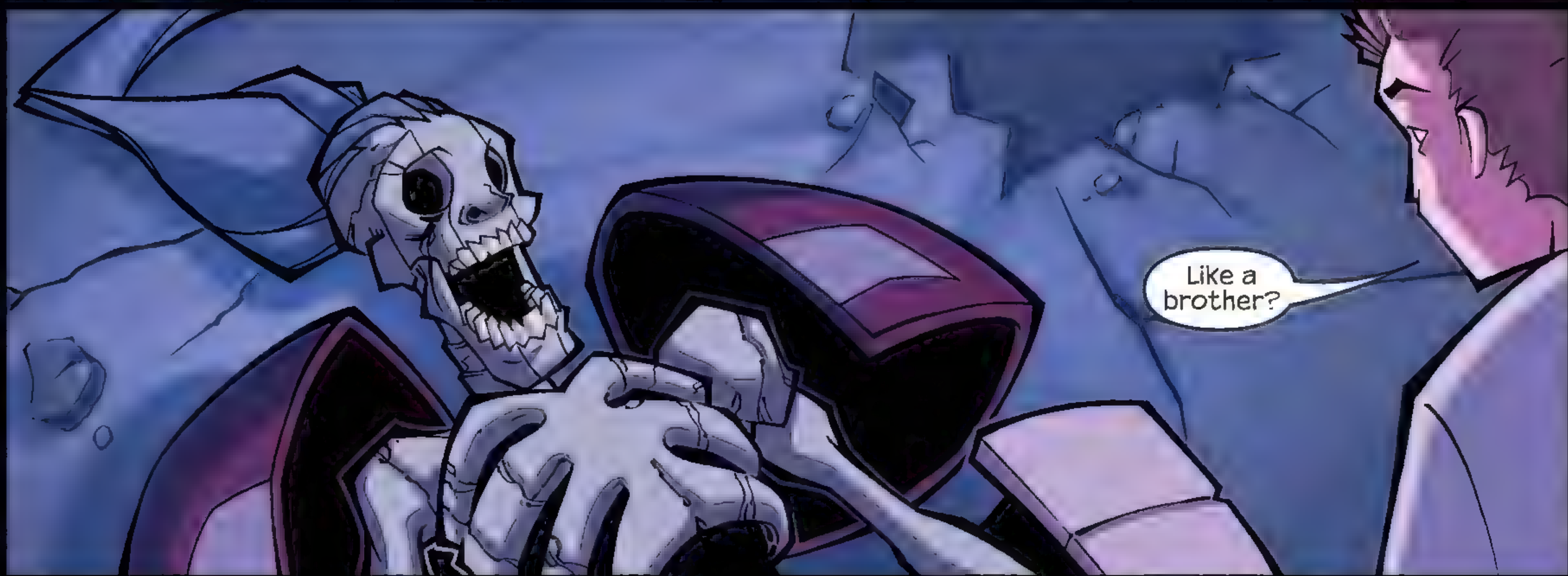
When we were young, we were raised as brothers, Peter. And my debt to you shall be paid... like a brother.

My mother needs you.

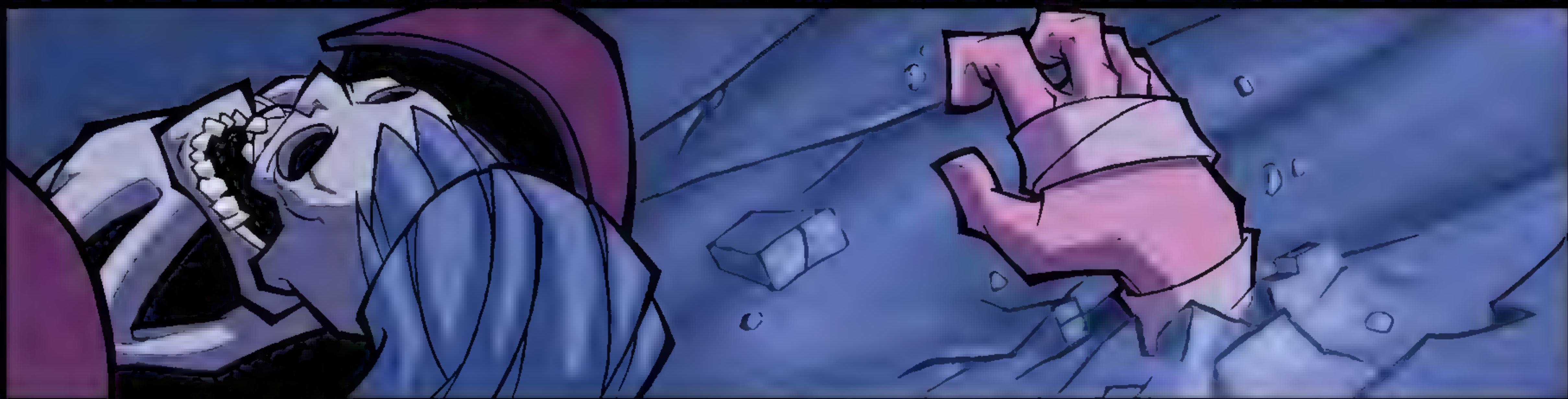
I will let the amulet absorb my life force in place of yours.

Our debts are cancelled.





Like a brother?



Venom. He used to be my greatest soldier. You were meant to replace him.

But look what happened. You've turned your back on the Clan, Peter.



You've
turned your
back on your
family.



Yes.
I did. But
never... ever...
again.



Destroy
the child!



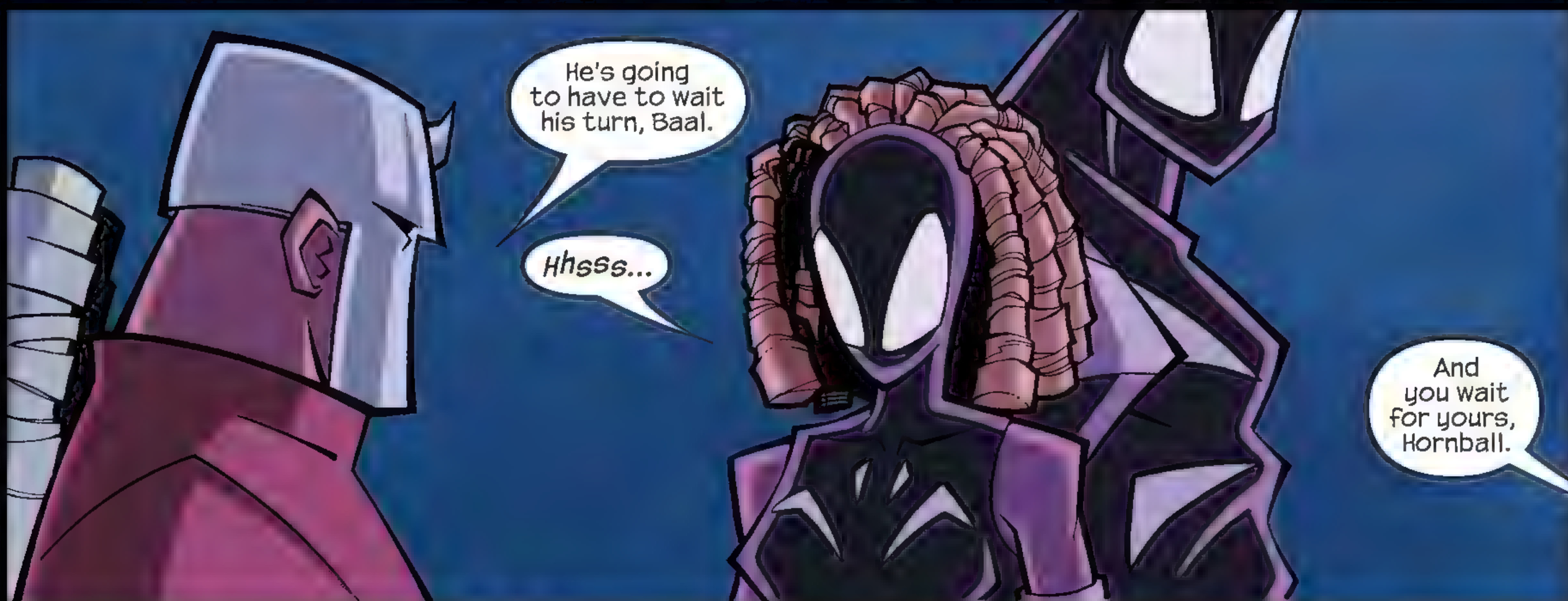
Bring
it on.

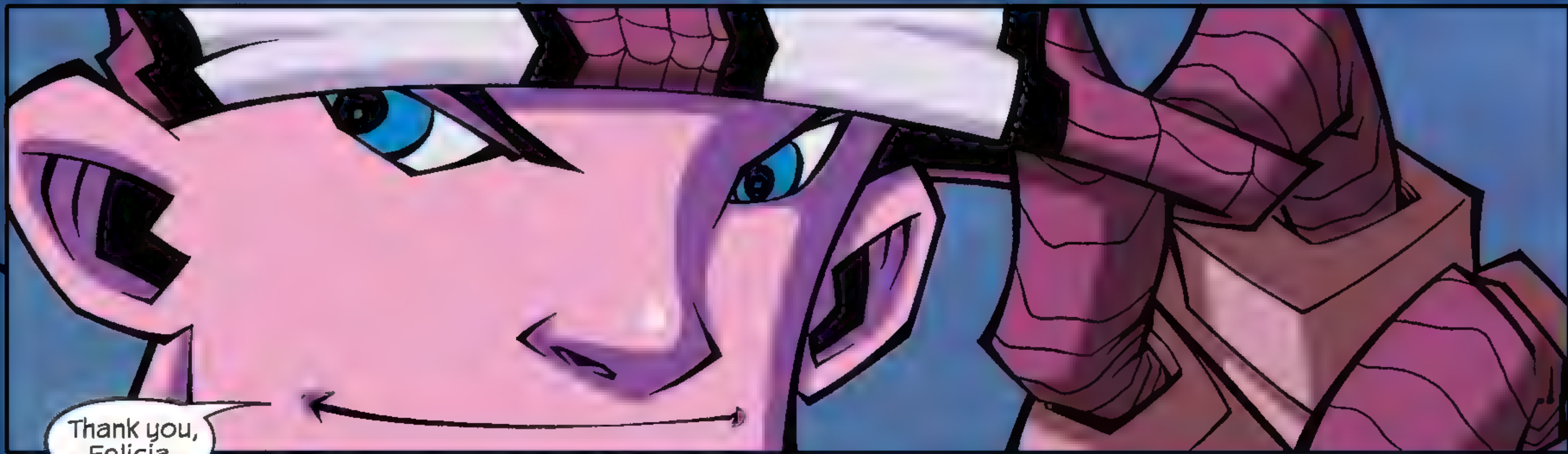




I've taught
you well. Now let's
see how you do against
your master.

Ooo-kay,
Darth. What's
this? Episode
III?

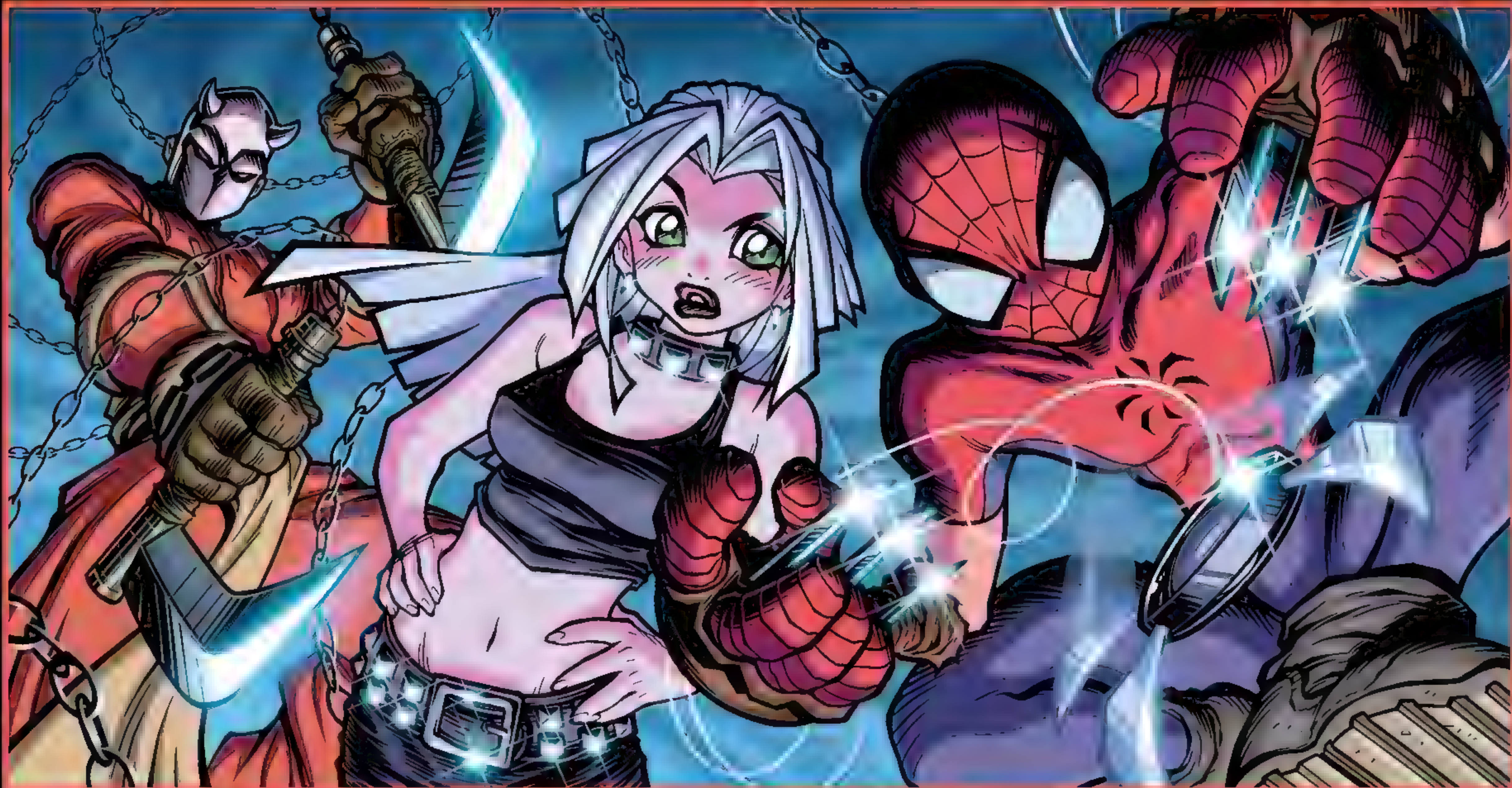




Thank you,
Felicia.

Hold on,
May. I'm
coming!





ADAM WARREN & GURU-eFX
#2 Recap art



RYAN KINNAIRD
#3 Recap art





Man, it is soo early.

I'm tellin' you, Harry sounded messed up.

Yeah, and the difference between now and every other day of the week...?



No, this is different.

He stopped answering his cel a while ago.

But he's gotta be here somewhere. Maybe the gym?



Children! That gymnasium is off limits at this time.

If you want to participate in intramural basketball, may I suggest you register for lunchtime activities like anyone else?



Doctor Octavius, I think I can explain. We were only looking for...

Trouble? Listen very closely, Ms. Watson...



I will not allow the gymnasium doors of this institution to be opened so early in the morning.



Look, Doc, we just need to take a quick peek inside and we're gone.

Without permission from myself or Principal Jameson, there is about as much chance of that happening as a mollusk has in...



CREEK



The mollusk. A small creature easily lured into the unknown by the shape of a small worm...



...which is, in reality, the tip of an arm. One of eight arms actually, each of those arms bearing two rows of suckers.

Hundreds of these suckers to hold onto the little victim while a hard beak penetrates its flesh, injecting a poisonous venom directly into its system that renders it immobile.



And with that venom is also delivered a digestive enzyme. The small crustacean begins to be digested whole in its own shell, before its flesh is sucked from the useless protective shell.



I'm sure you're very familiar with the process, Doctor. The spineless, soft body... the highly developed brain. It's easy to see why you would identify with that large, murderous creature.

The octopus. It's my life's work.



How appropriate, then, that you will now have this one opportunity...



...to become the mollusk.



Now, little ones, open those beaks.

It's time to feast on the flesh!



! I don't wanna die!

Children, stay behind me!!



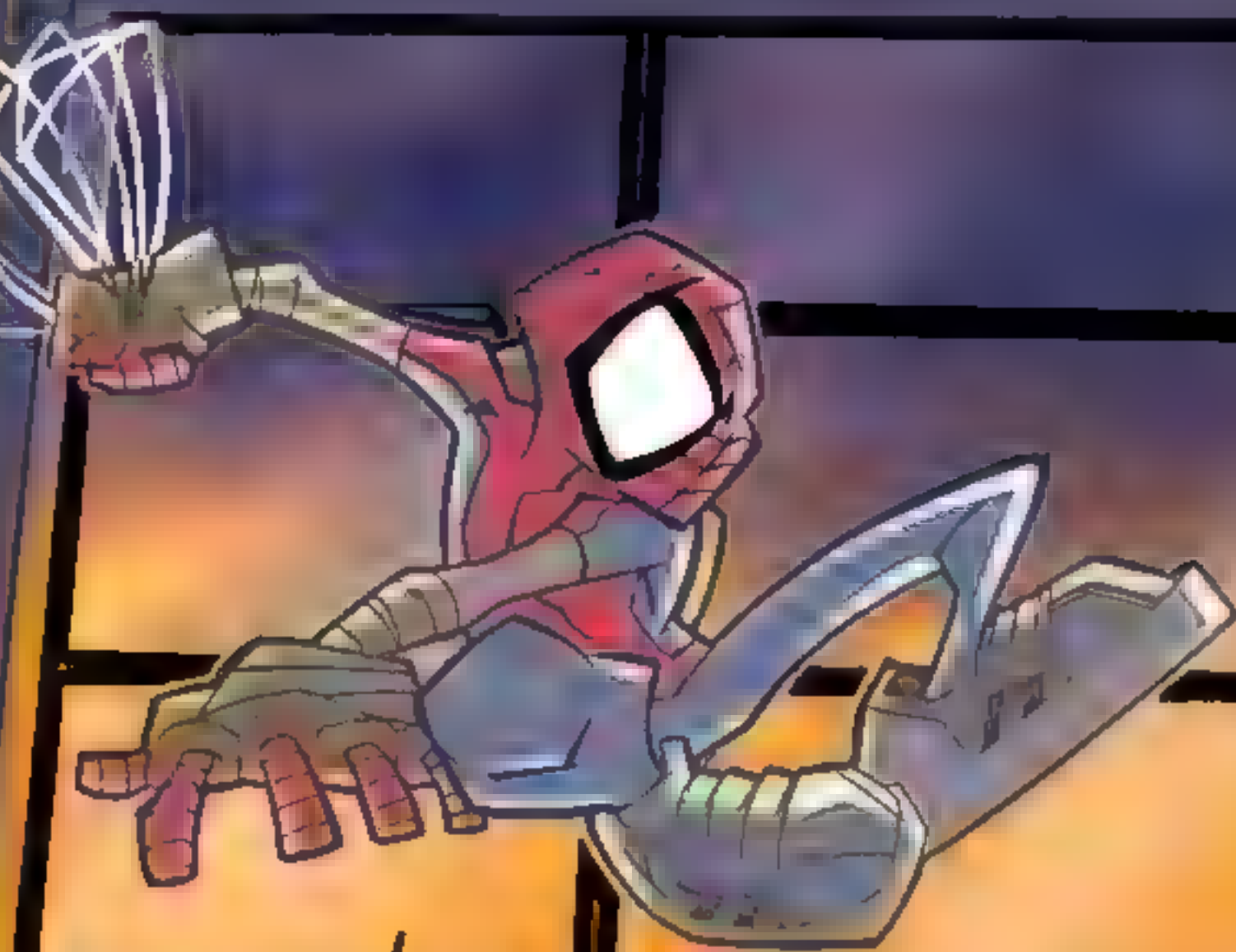
Breakfast is, after all, the most important meal of the day!



Tsk, tsk. You're just like spring break, Gobby.



No class.



Not to mention you look like you've been in the sun all day, the clubs all night, and bent over the toilet all morning.



And you're a big boob.



But you're in school now. My school, Macchio High. And classes start this morning.



First period, Ass-kickology 101.



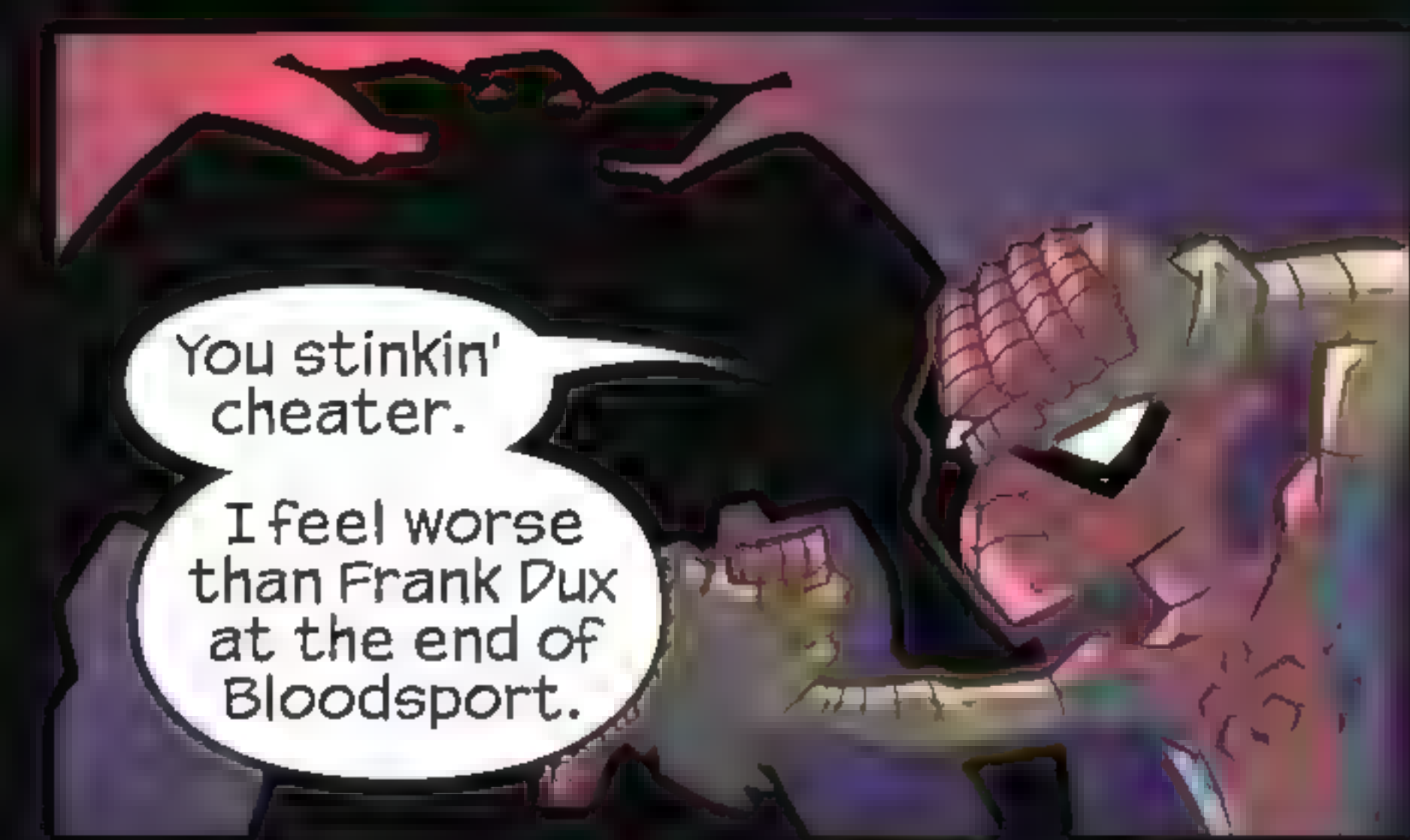
Insect,
where is my
amulet?



Wow. That
stings.



I am going to
ask you one more
time: where is my
amulet?



You stinkin'
cheater.

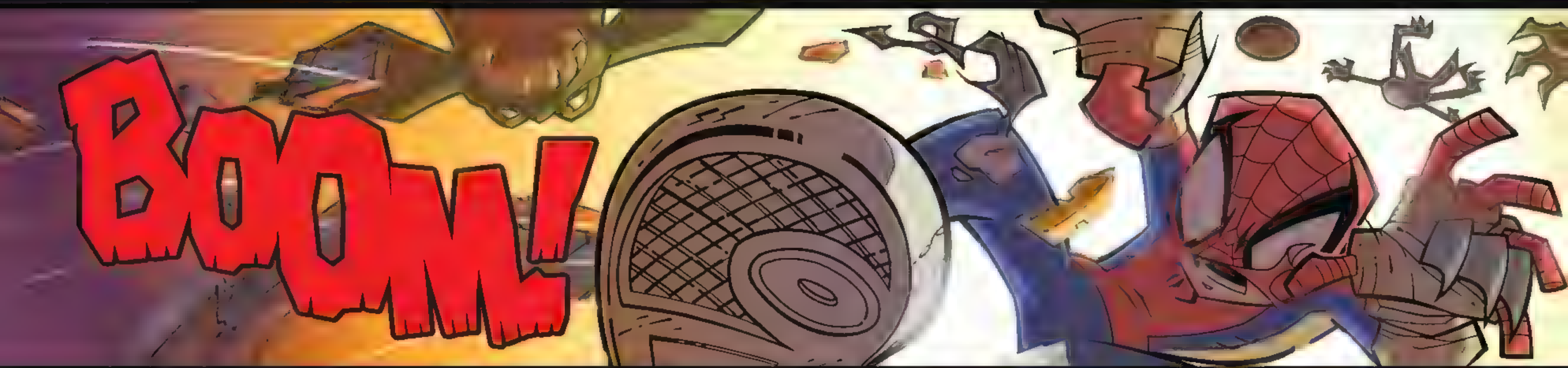
I feel worse
than Frank Dux
at the end of
Bloodsport.

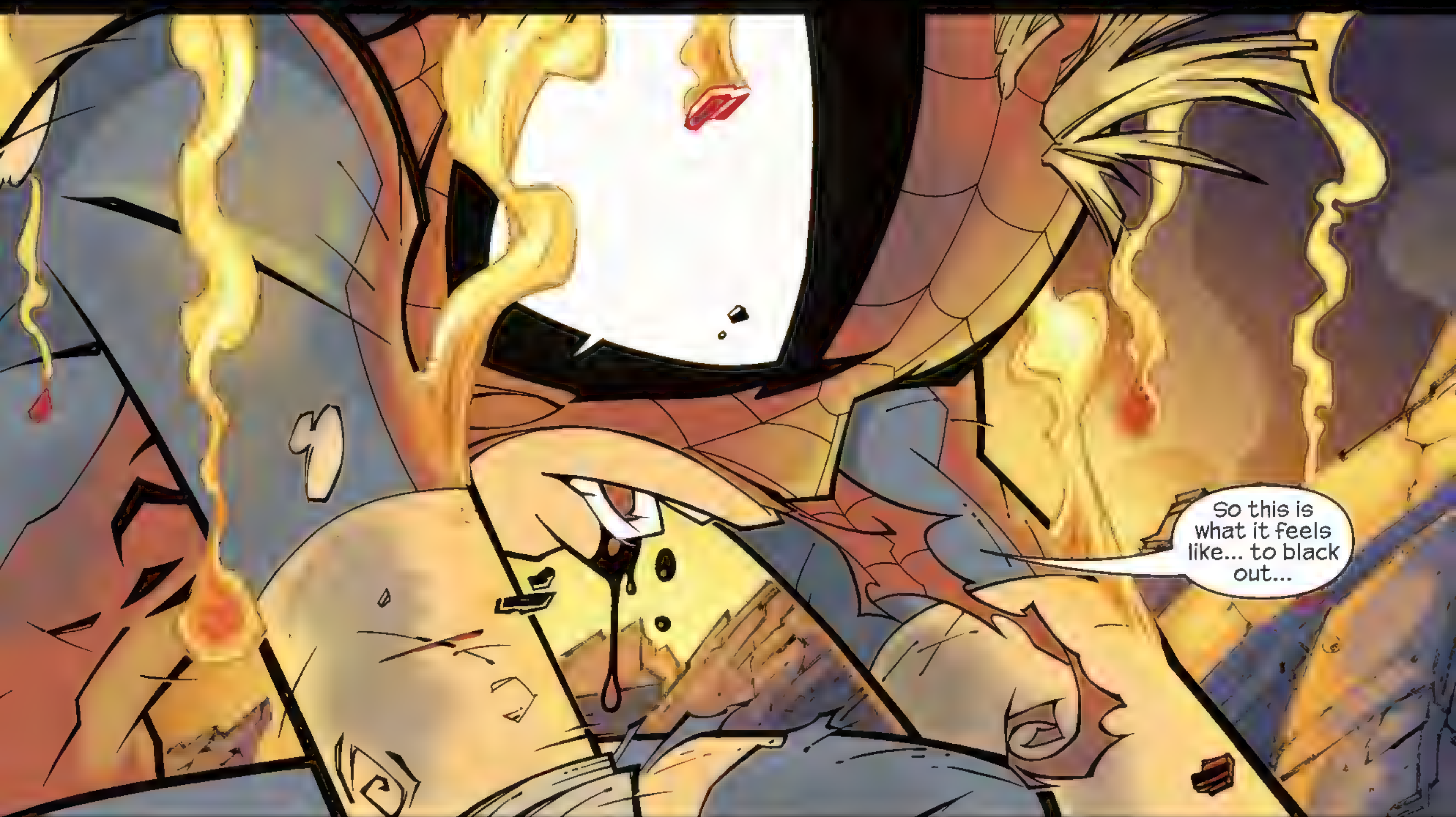
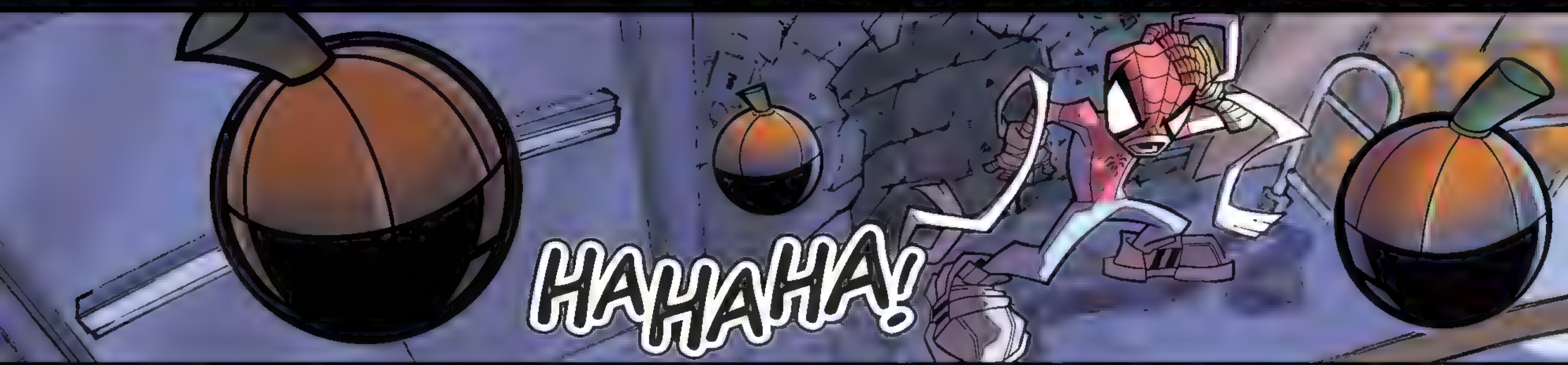
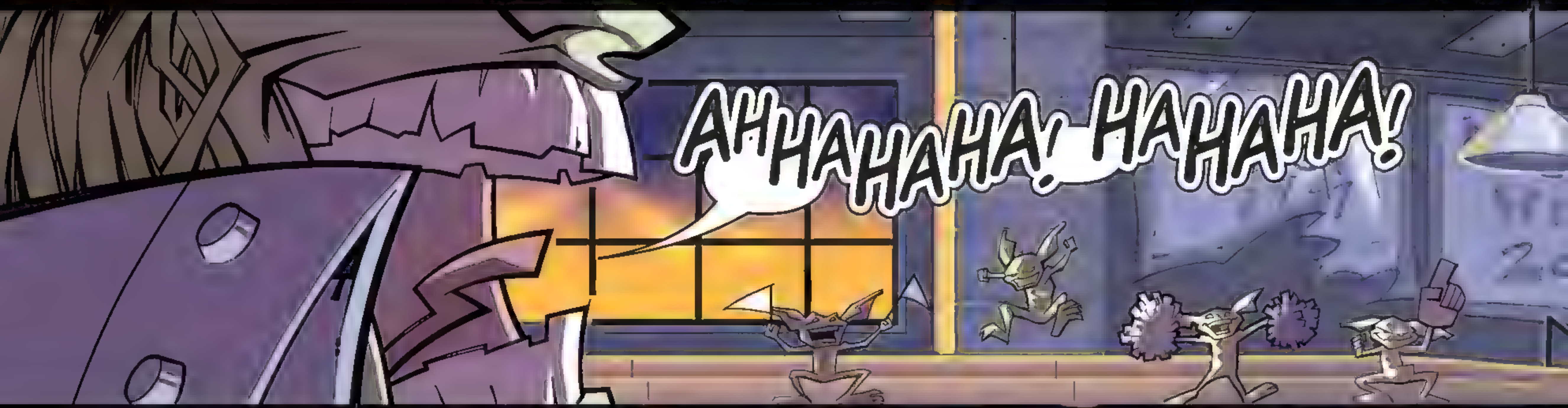


This is
no movie,
boy!



Kumotae!!!







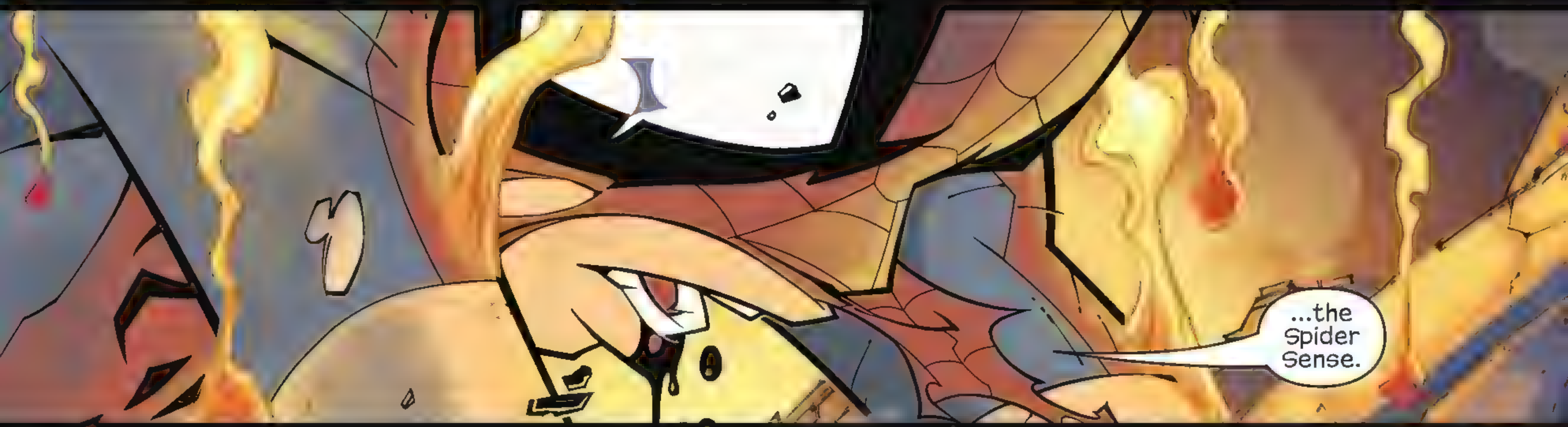
Sensei?
You're back?

I never went
anywhere, Peter.
It is you who have
returned.

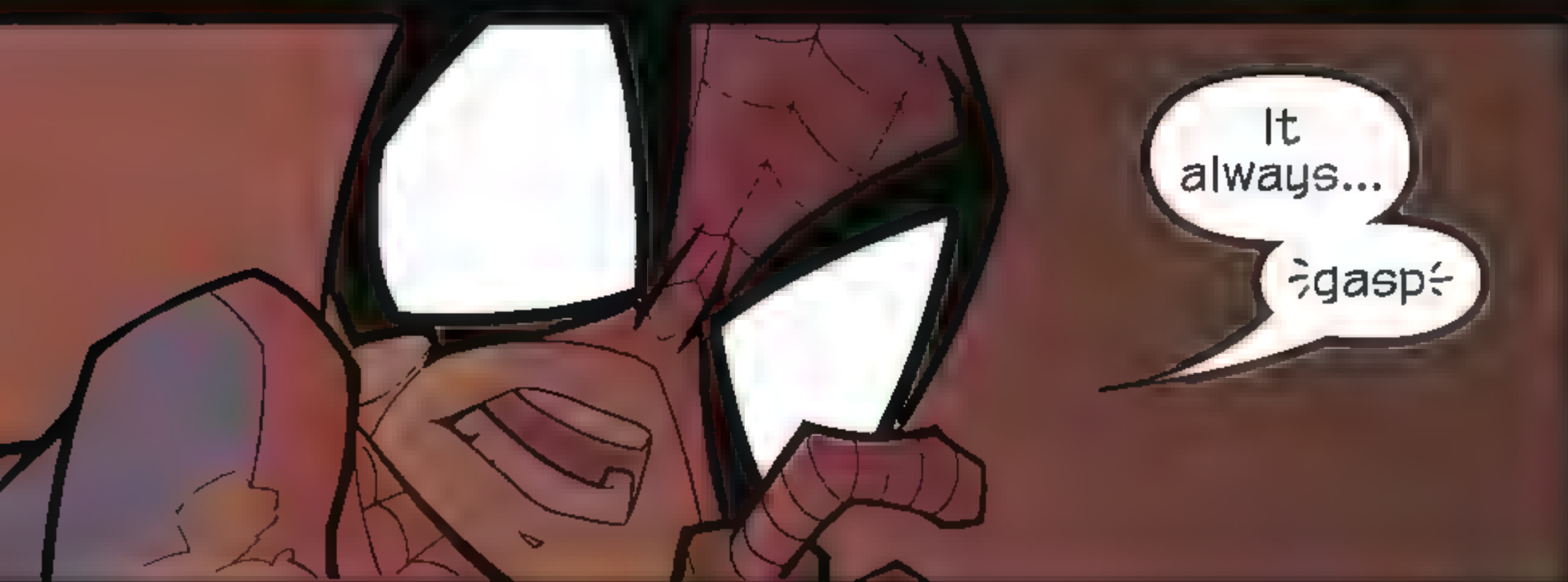
And
just in time,
too.

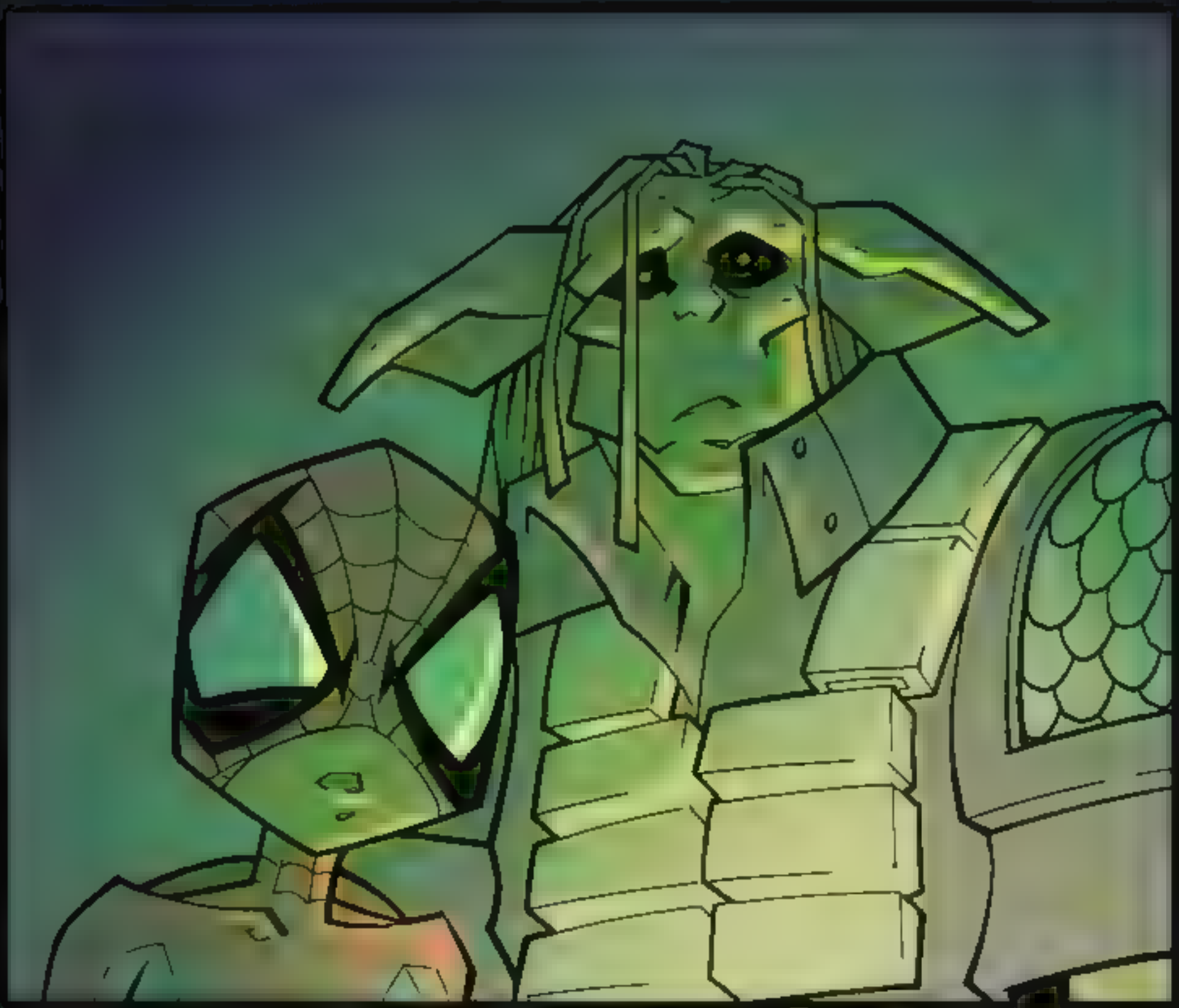
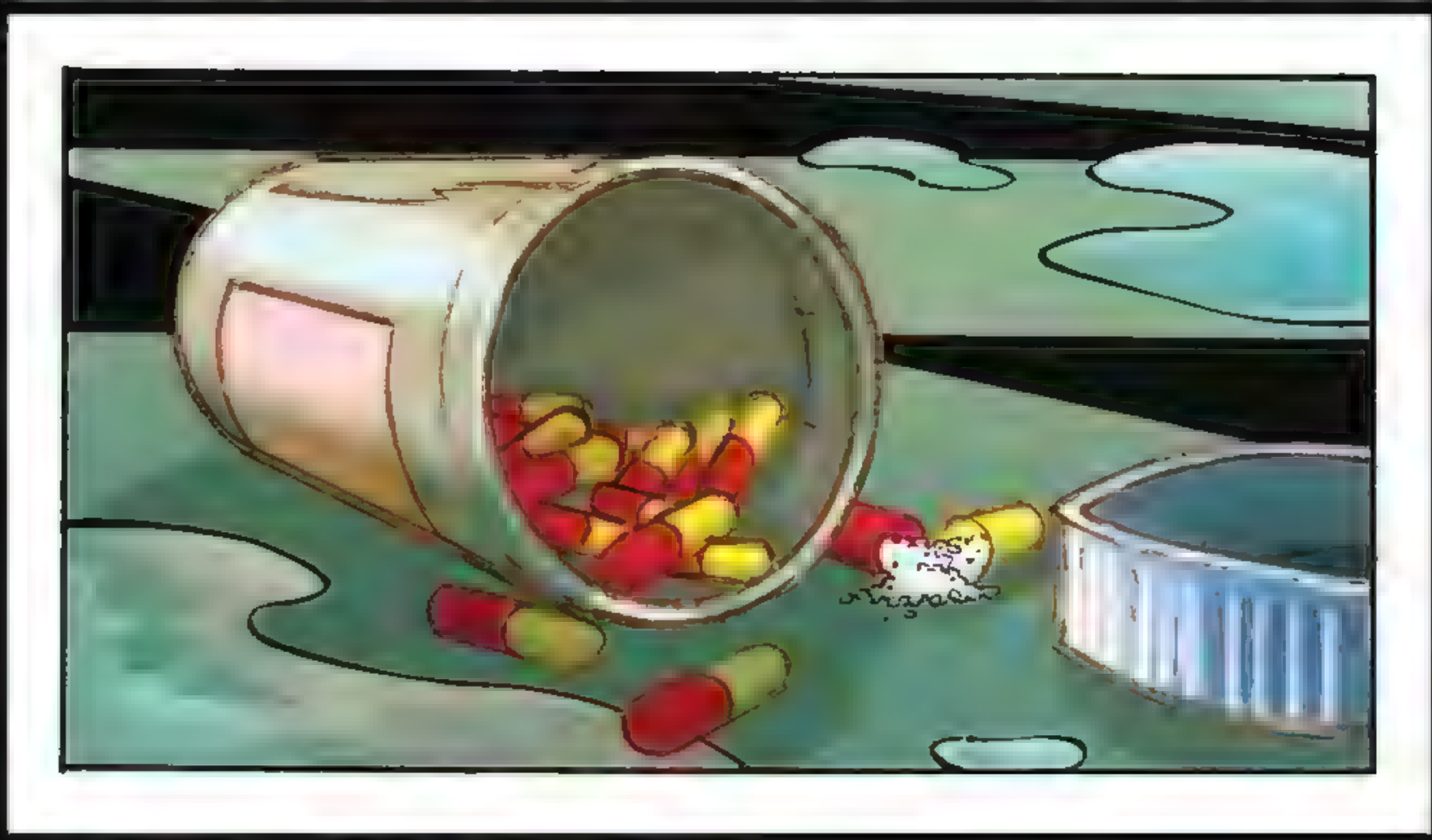
Do you
remember
our last
lesson?

You're in need
of its teachings.
You're in need
of...













We've done it, my love.

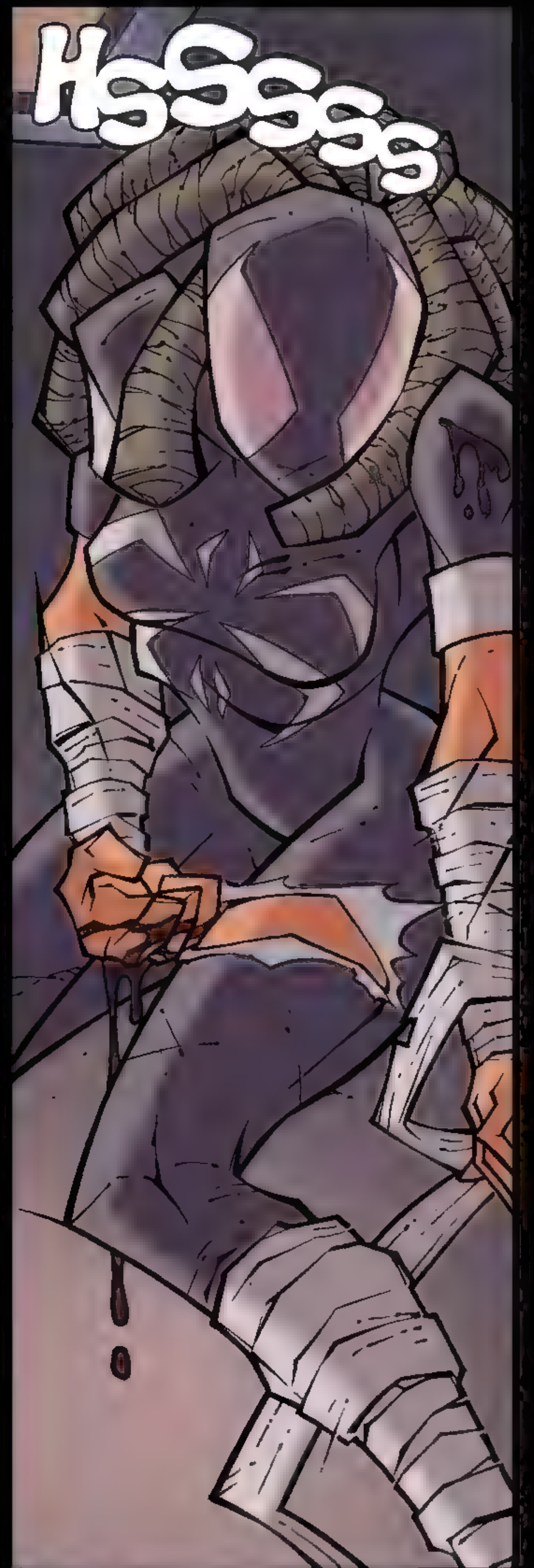


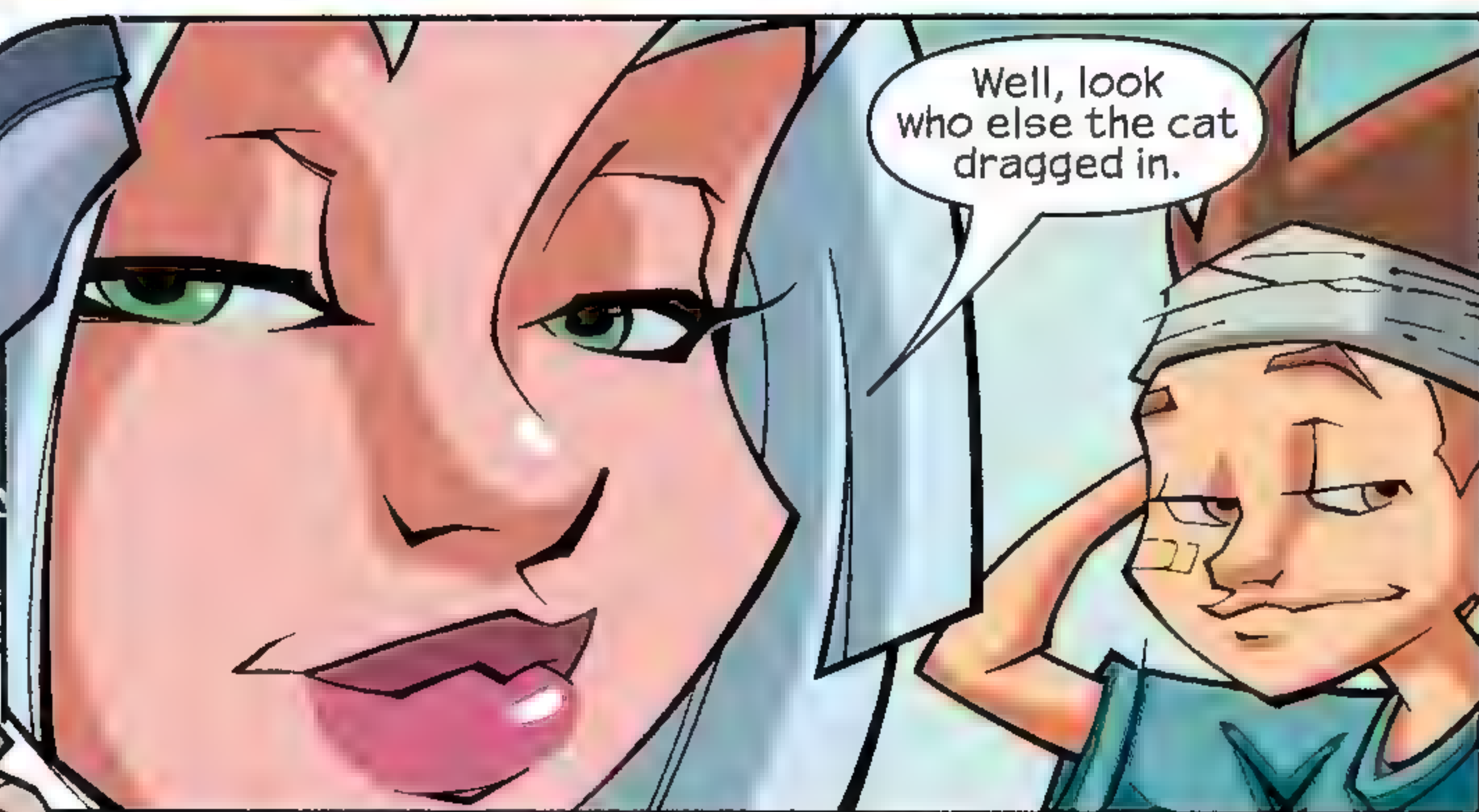
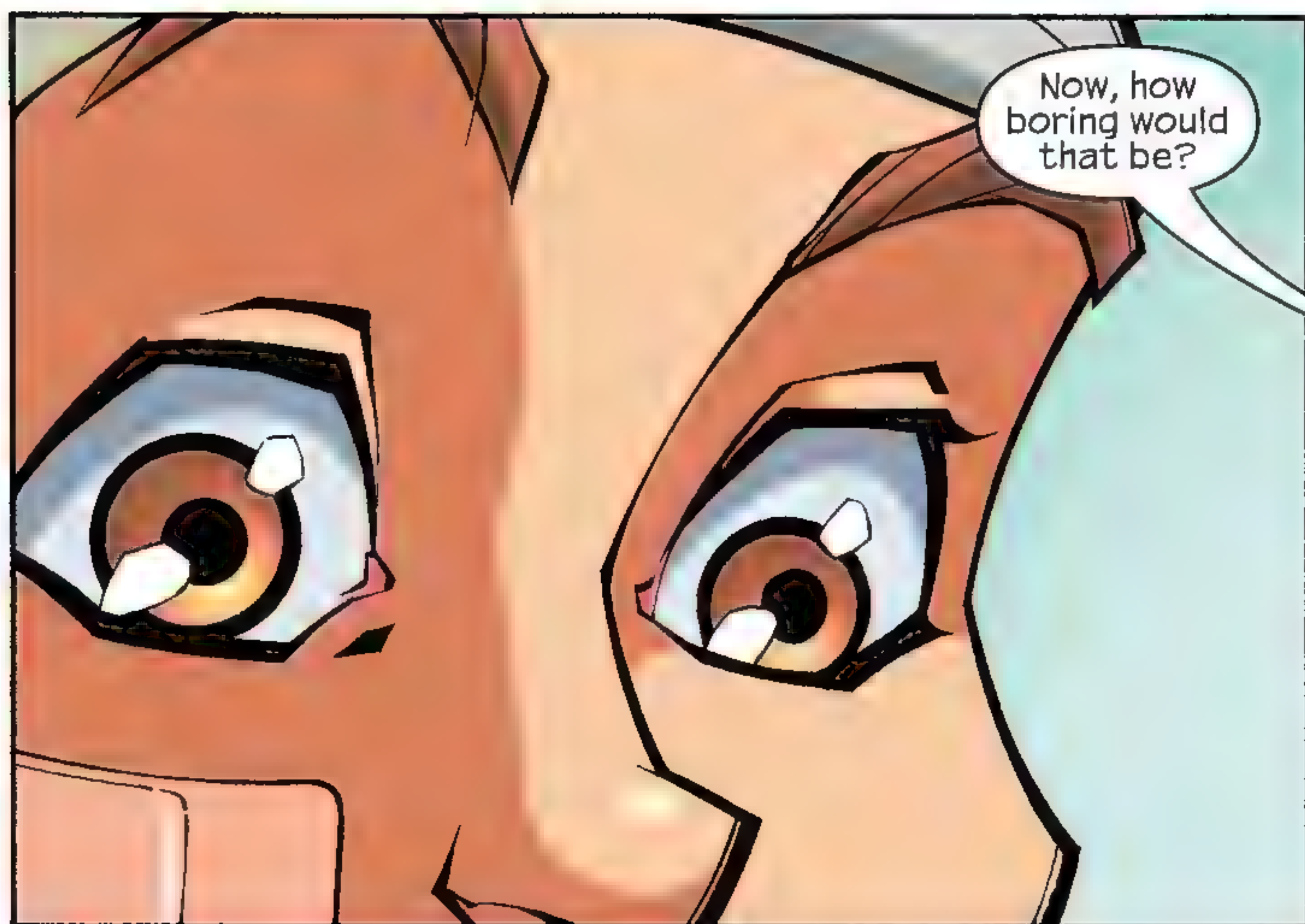
The darkness that took you away, Elektra-- it has finally lifted.

Baal and the Shadow Clan are destroyed.



Even this little one has somehow managed to free himself from the curse of that amulet.







Uh... we're just checking... up on Harry.

Dude, geek-boy's getting some...

Yeah, and she's hot!



Peter Parker?

Yes, sir. How is my Aunt doing?

Your Aunt is exhausted, both physically and emotionally. I don't know if you know this, but she has a weak heart.



We're going to keep her for a couple days, but if she gets her rest and watches her stress level, she's going to be okay.

Thank you.

Let's get out of here, Petey.



I don't think I should leave the hospital.

Don't worry about it.

I don't like her...





You'll find the code that unlocks your shutdown mechanism is being uploaded to your body's system files right now.

So my "debt" has been repaid and we can call it even?



Yes... for now.

I'm outta here, tubby. Don't call.



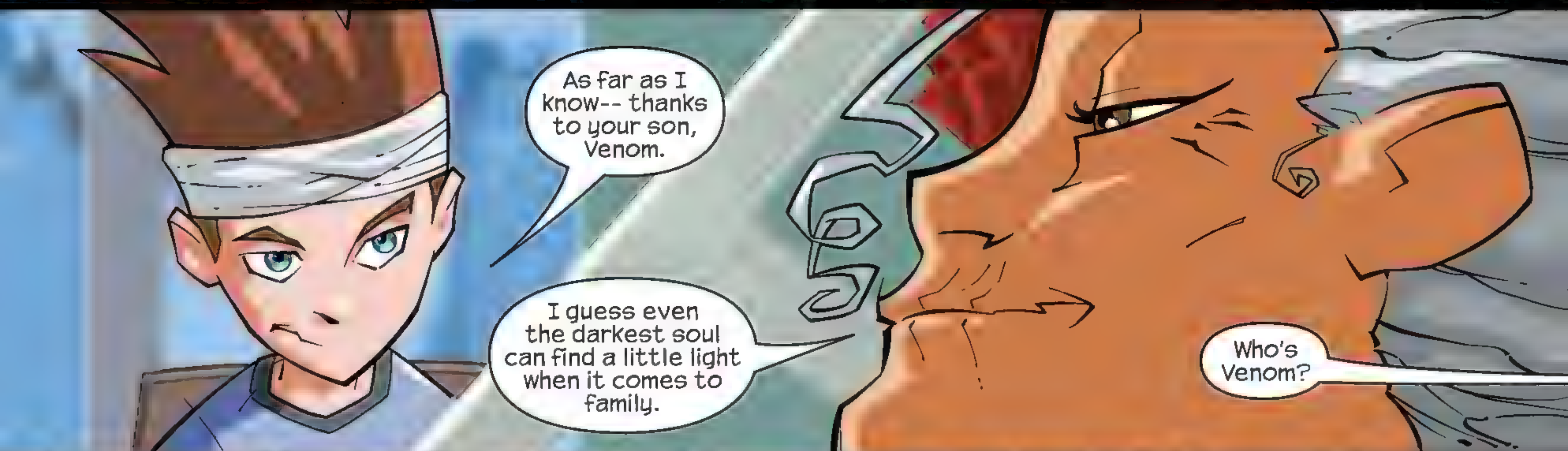
Amulet, awake!

YYYEEEEESSSS!



With the power of this amulet, I have been reborn.

Venom has been destroyed, and the Kuji Kuri is once again mine to rule with the iron fist of... *Kingpin.*



C'mon,
Tiger, we're
all getting some
breakfast.

Yeah... cool.
I would really
like that.

**THE
END**

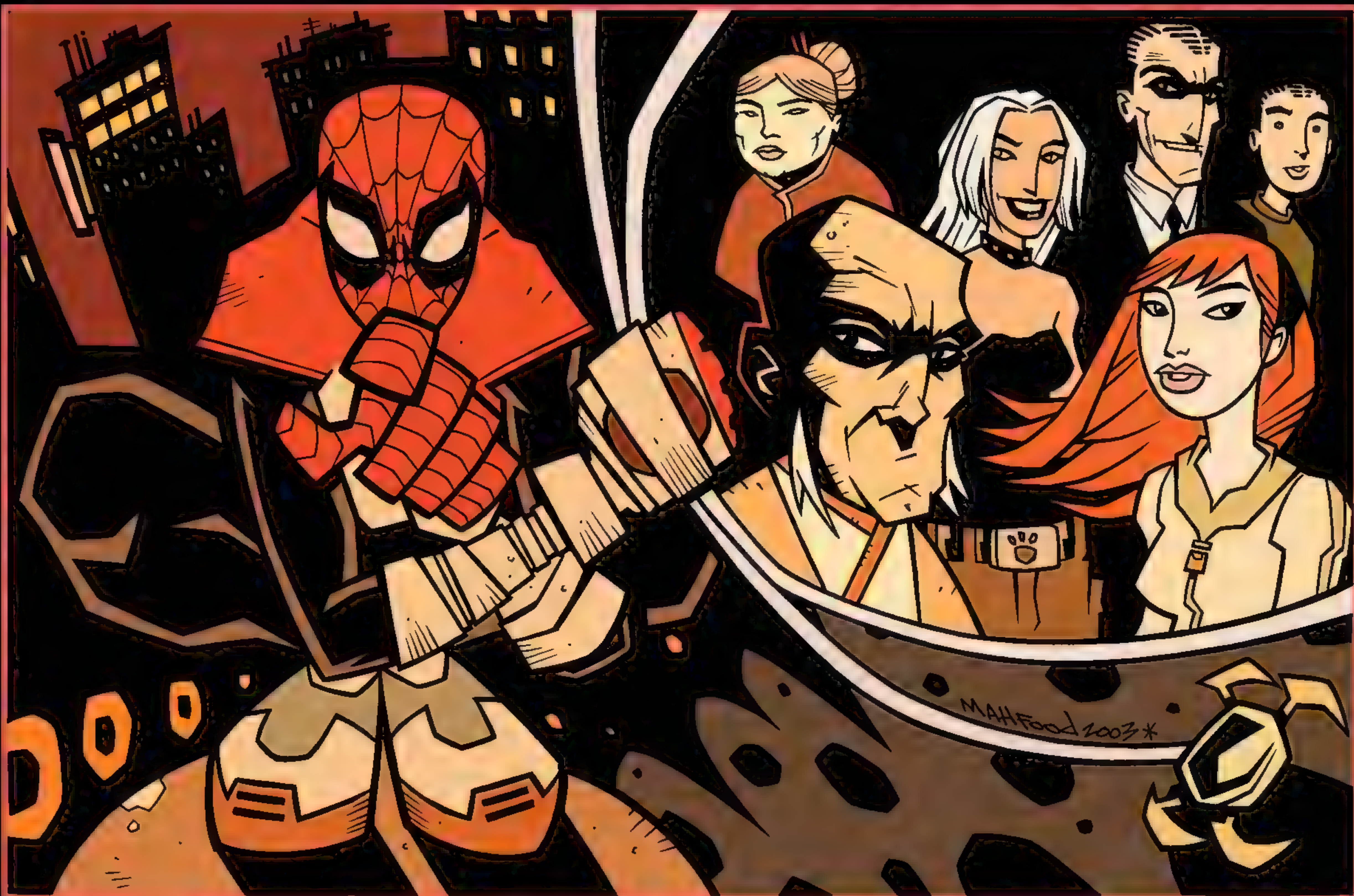
Dedicated to Brian Smith.
We'll miss ya, Smitty...



Special thanks to
everyone at Marvel Comics
who helped make this
project go from
dream to reality.



POP MHAN and GURU-eFX
#6 Recap art



JIM MAHFOOD and PAT DUKE
#5 Recap art

SPIDER-MAN
FAMILY FEATURING
SPIDER-CLAN



BORN INTO
OUR WEB, BUT
RAISED WITHOUT
A MOTHER...

THE YOUNG
SPIDER LEARNED
OUR WAYS, FROM
THE TEACHINGS OF
ANOTHER.

AS THE
BOY BECOMES
A MAN, HE MUST
SOON SHED HIS
SKIN...

CAST AWAY
HIS TATTERED
PAST, TO REVEAL
THE POWER
WITHIN.

HE MUST BE
SET UPON THE
PATH, THAT LEADS
HIM TO OUR
DOOR...

TO BRING
THE SPIDER INTO
OUR WEB, HE
MUST FACE...

...THE
FOUR.

AAAAAGGGGHHHH!



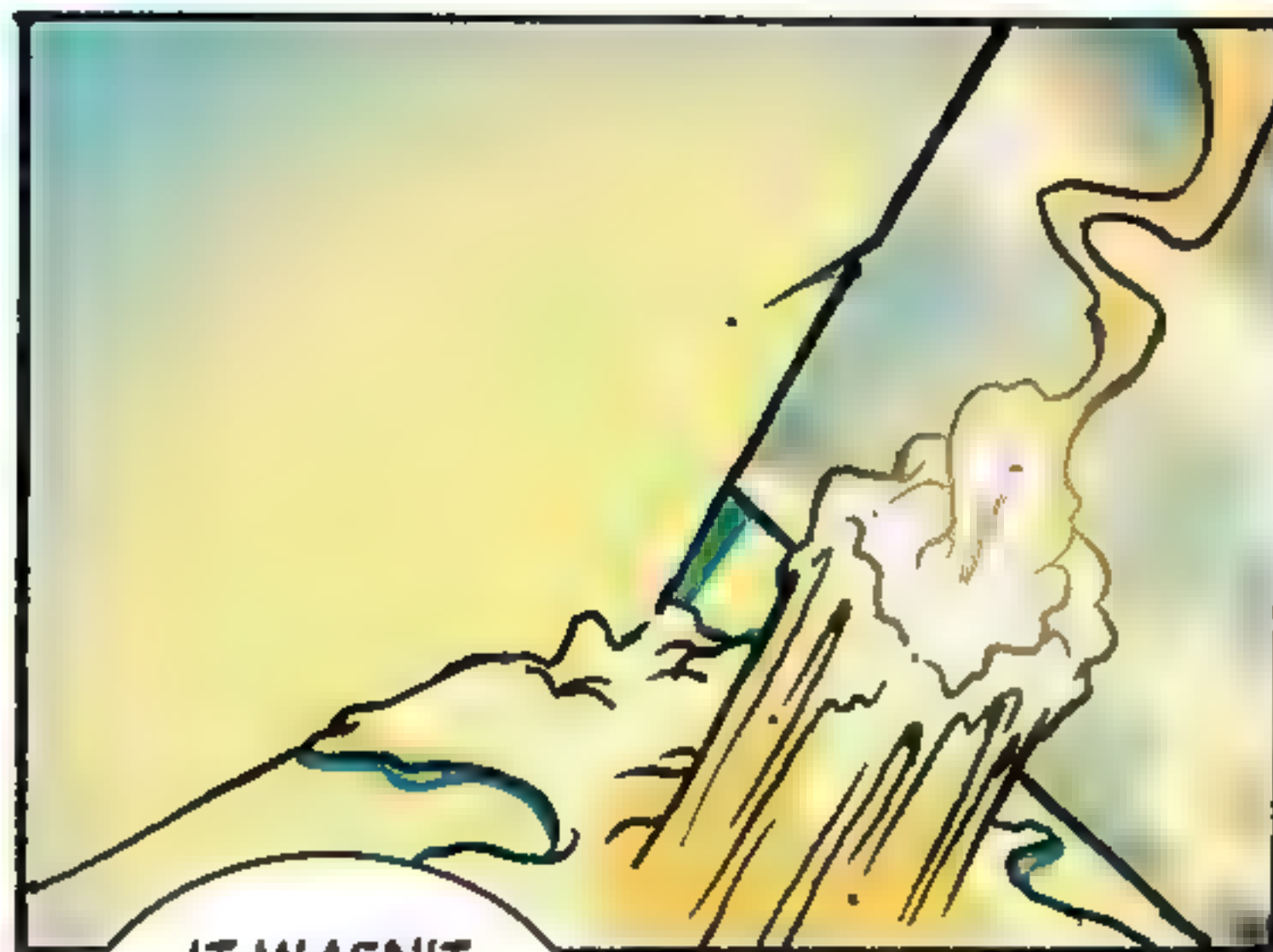
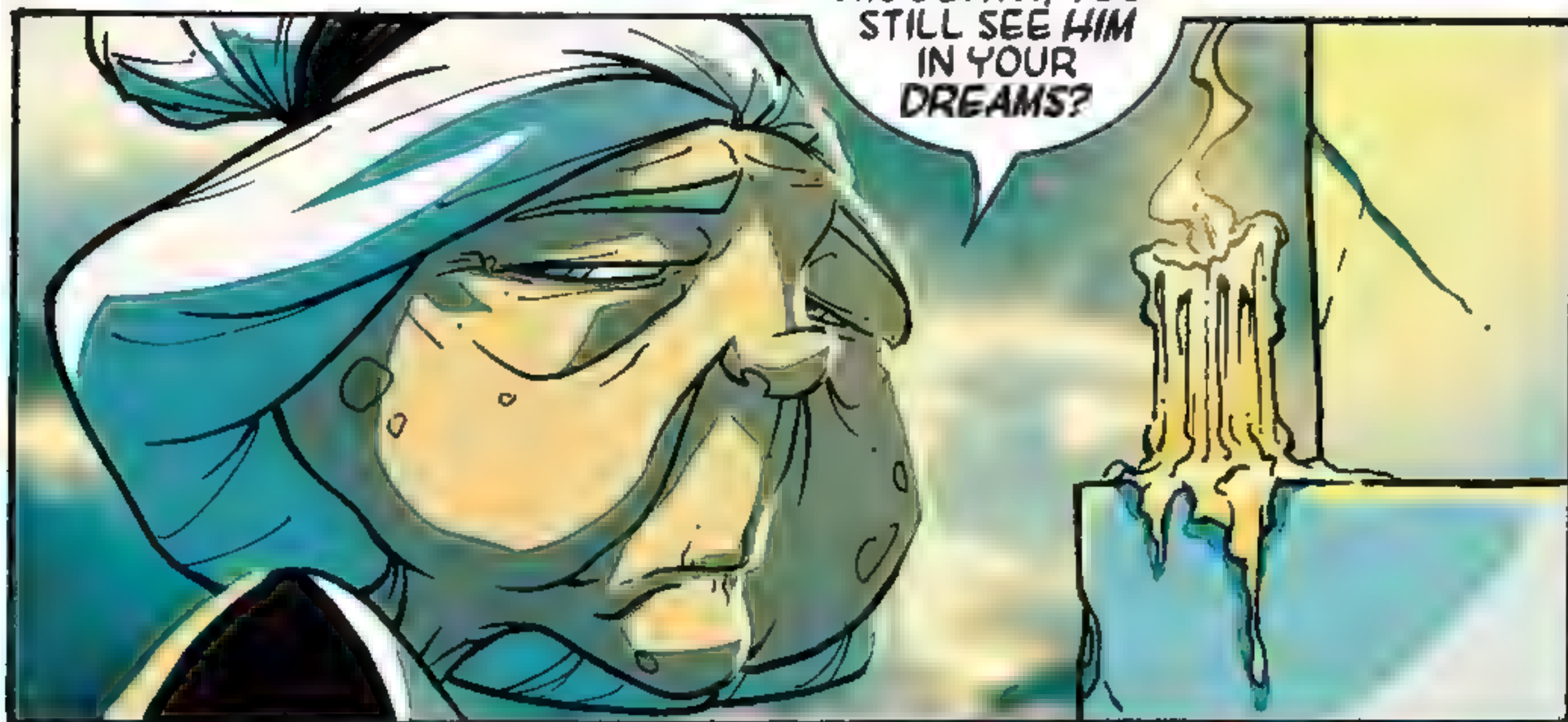
UH...

AHEM.

SORRY,
AUNT
MAY.

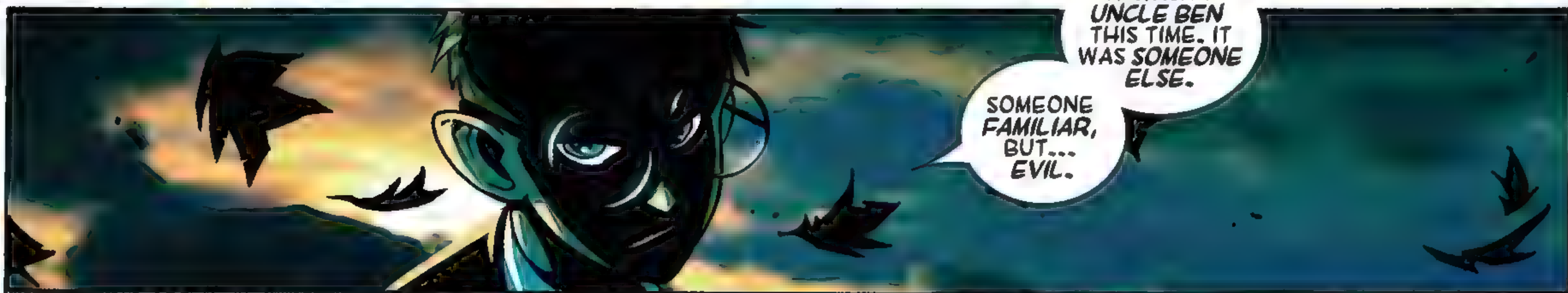
YOUR
CONNECTION
WITH BEN HAS
ALWAYS BEEN
STRONG,
PETER.

EVEN NOW,
YEARS AFTER
HIS DEATH, YOU
STILL SEE HIM
IN YOUR
DREAMS?



IT WASN'T
UNCLE BEN
THIS TIME. IT
WAS SOMEONE
ELSE.

SOMEONE
FAMILIAR,
BUT...
EVIL.



ANYTHING WE SHOULD
BE CONCERNED
ABOUT, TIGER?

POSSIBLY, MJ.
THE WOMAN, WHOEVER
IT WAS, MENTIONED
THE PATH OF THE
SPIDER...

COME NOW.
THERE'LL BE NO
TALK OF "BUSINESS"
IN FRONT OF
YOUR UNCLE'S
GRAVE.

WE
WOULDN'T
WANT TO CAUSE
HIS SPIRIT ANY
UNREST...

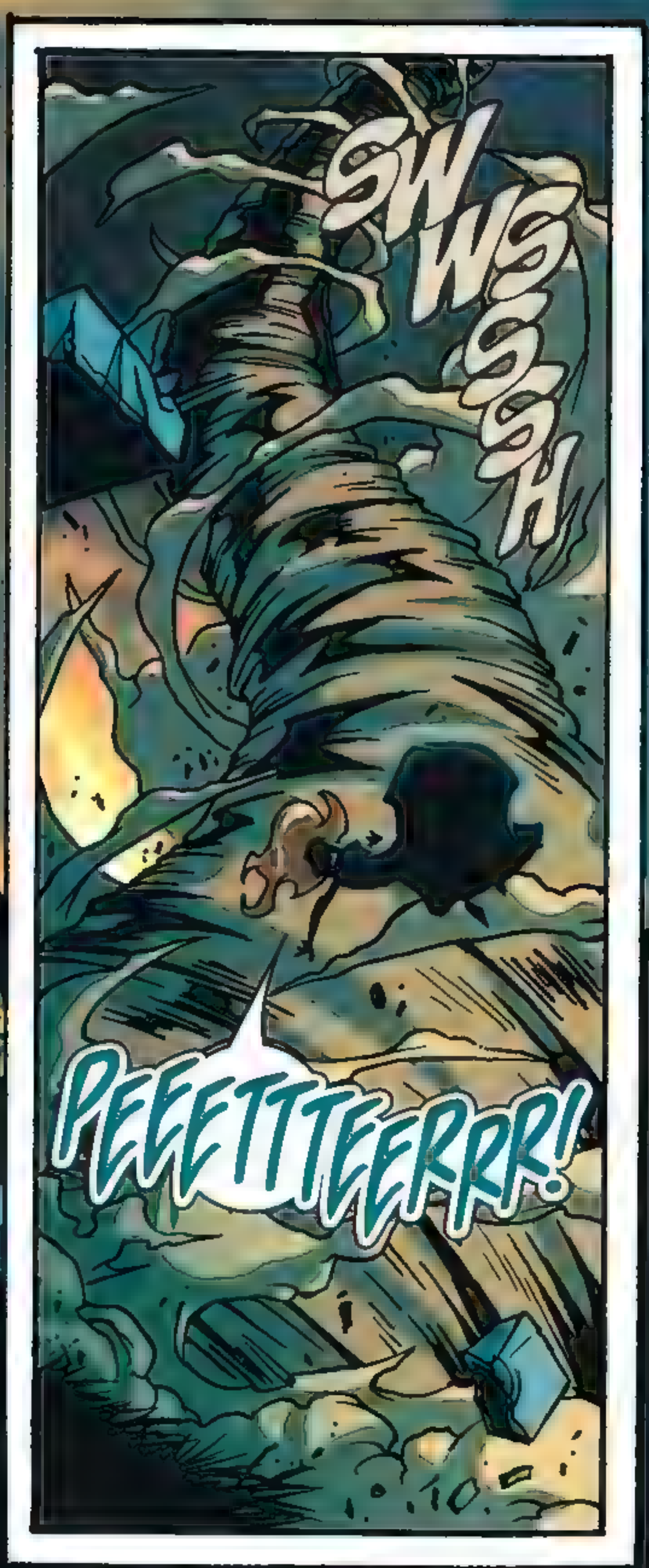




W-WHA--
BEN!!

AUNT
MAY!!

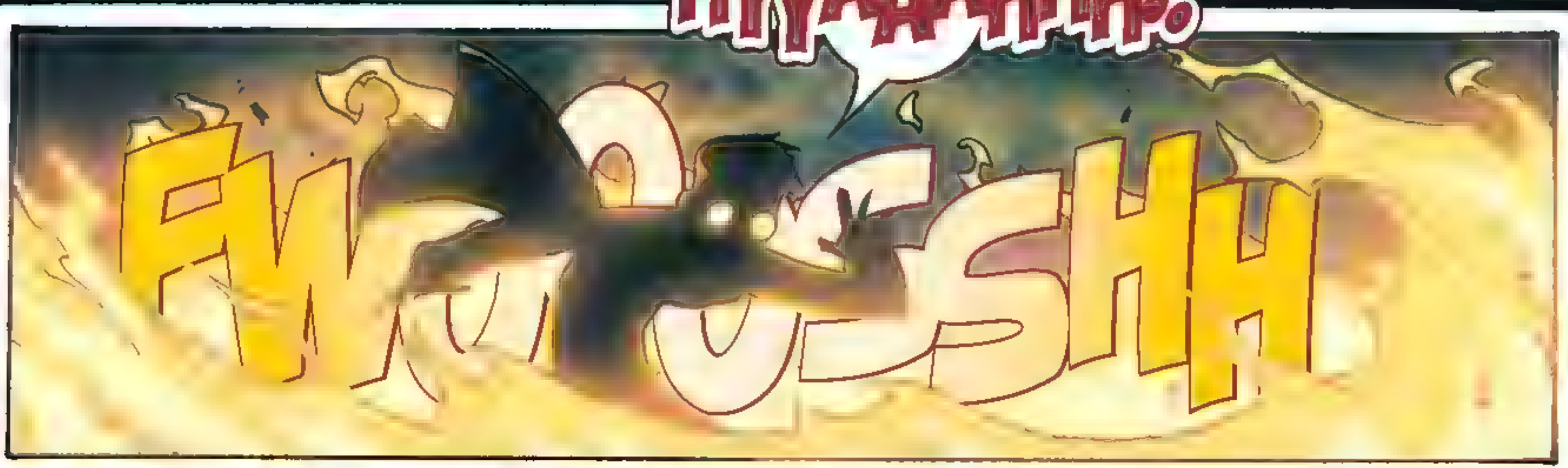
BOOM!



**SW
WS
SSH**

PEEETTEERRR!

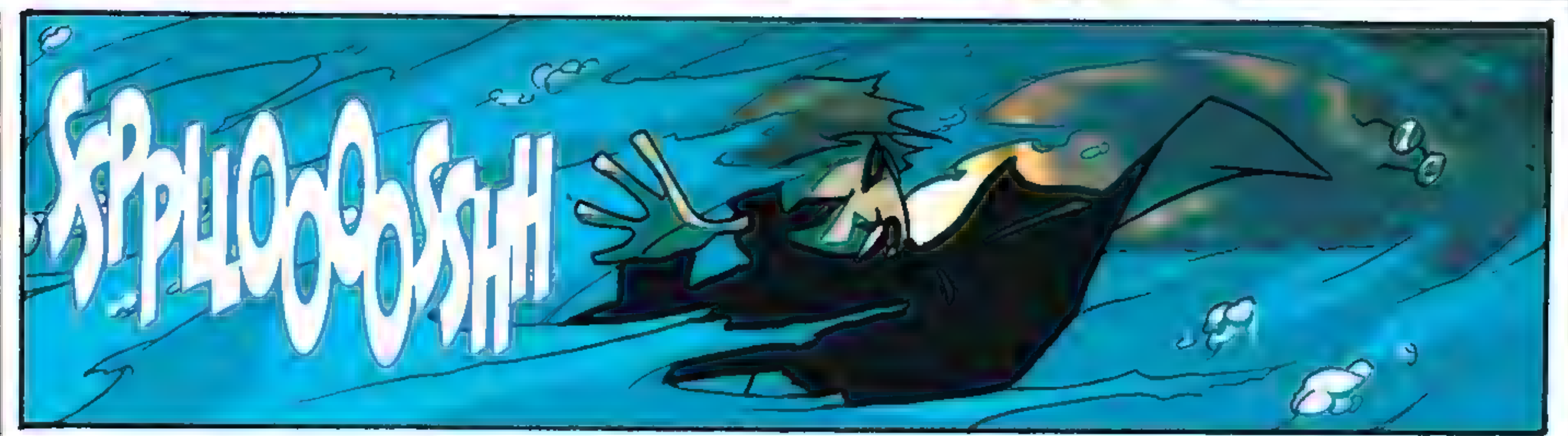
HYUAAHHH!!



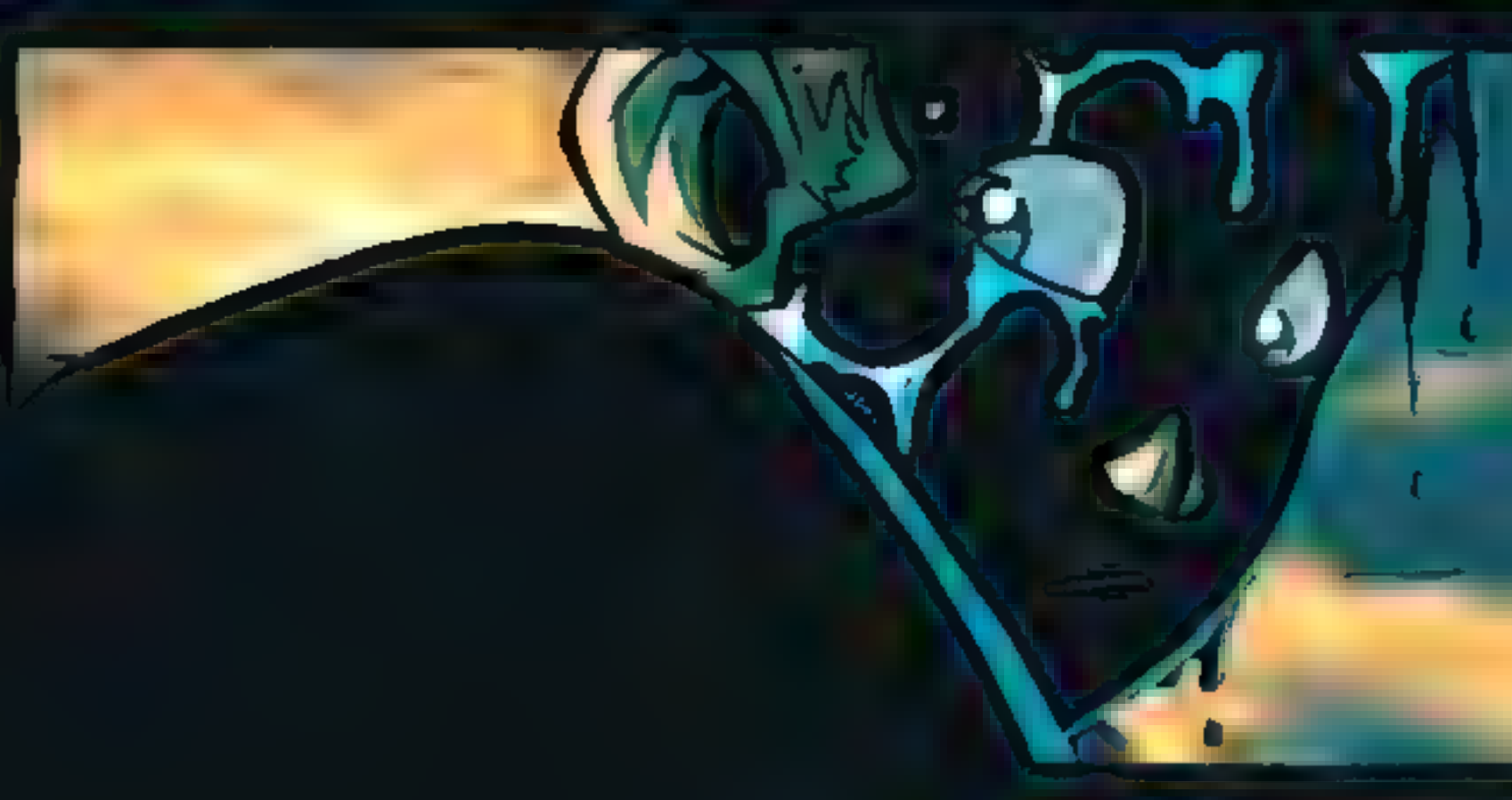
**FW
SSH**



ENOUGH!



**SPL
LOO
SSH**



WHO--?!



LEGEND OF THE SPIDER-CLAN

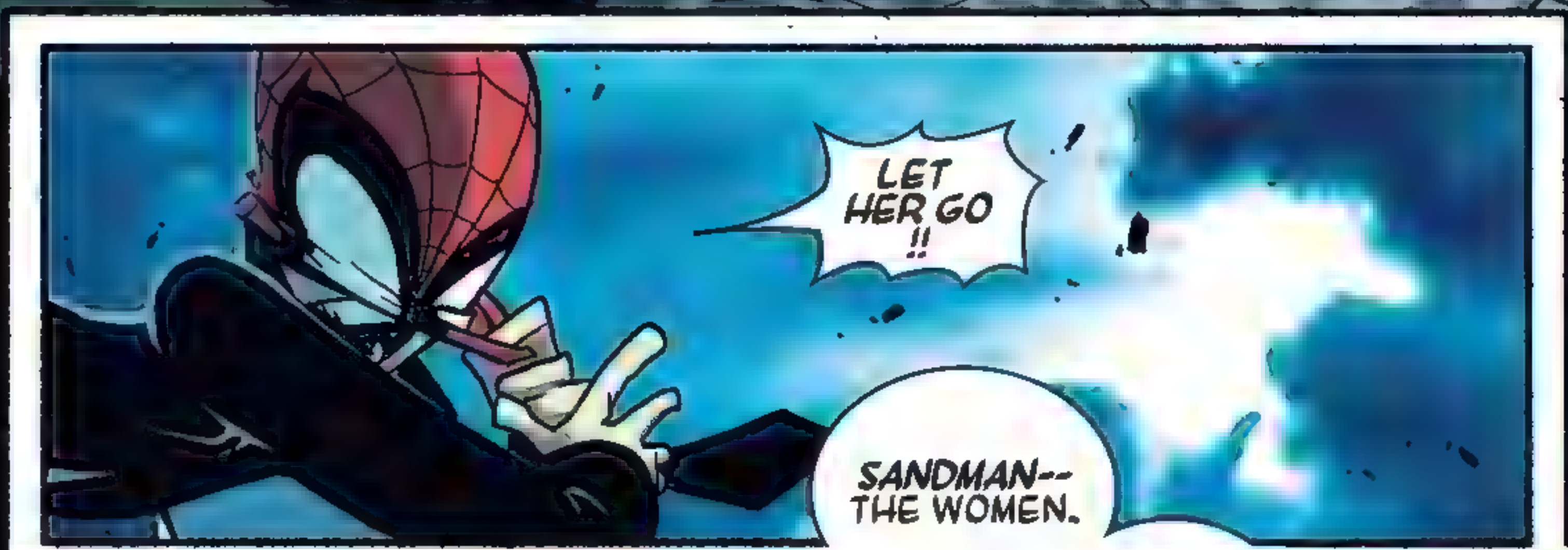
Elemental Evil



WHAT KIND OF MONSTERS ARE YOU?!

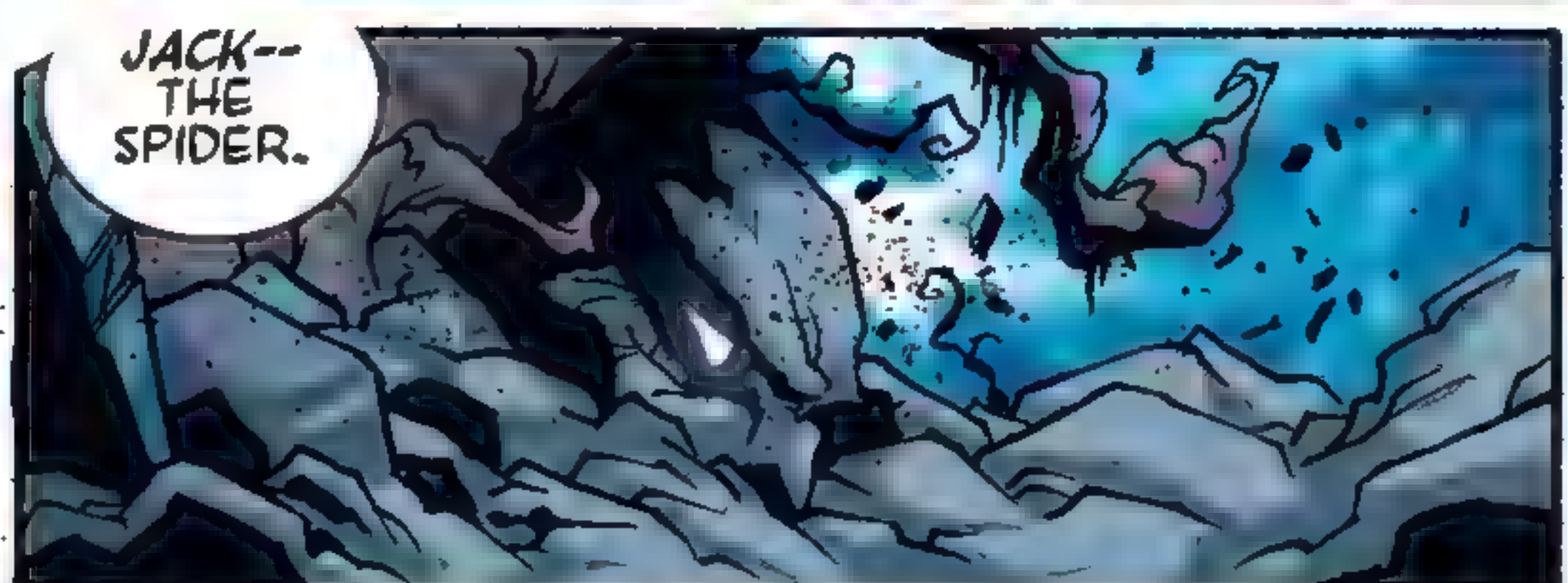
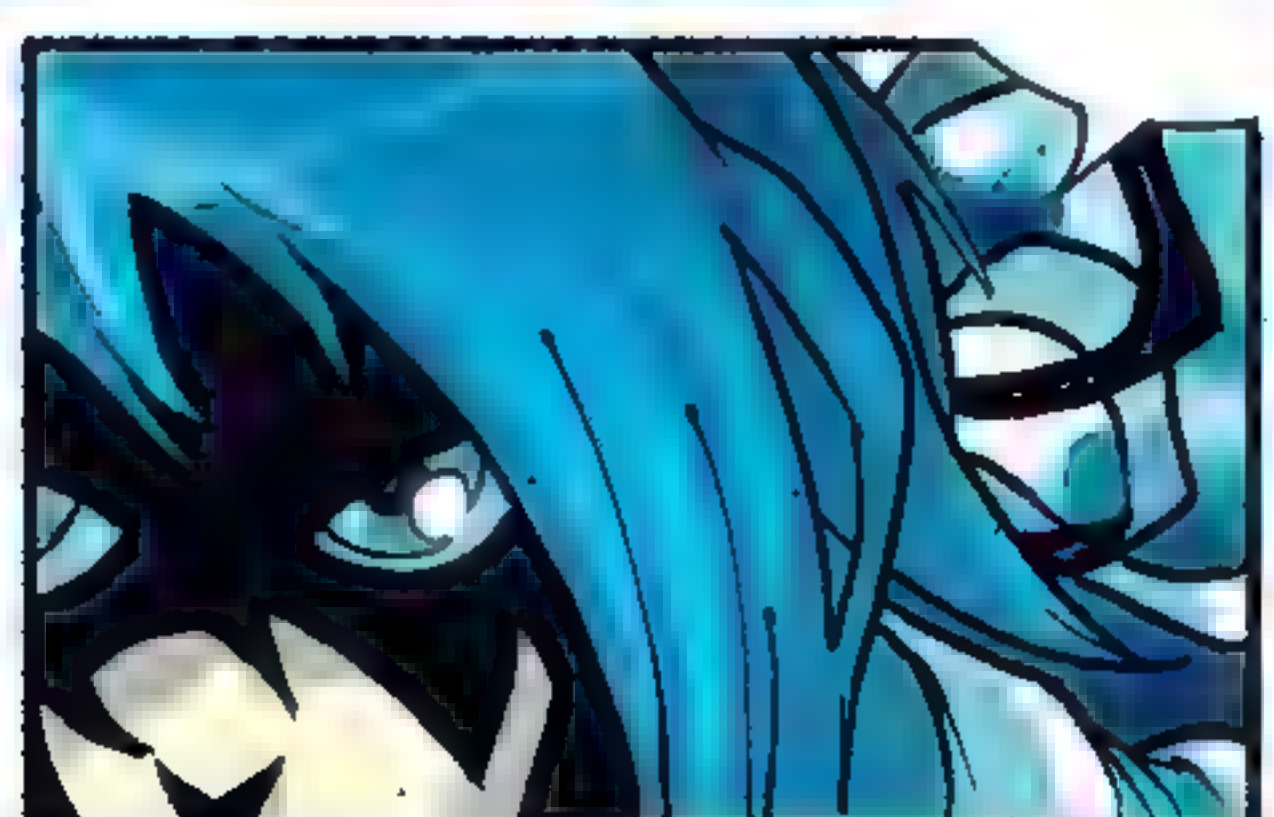
HOW DARE YOU DEFILE THE RESTING PLACE OF MY DEAD HUSBAND?!

NO!!



LET HER GO !!

SANDMAN-- THE WOMEN.



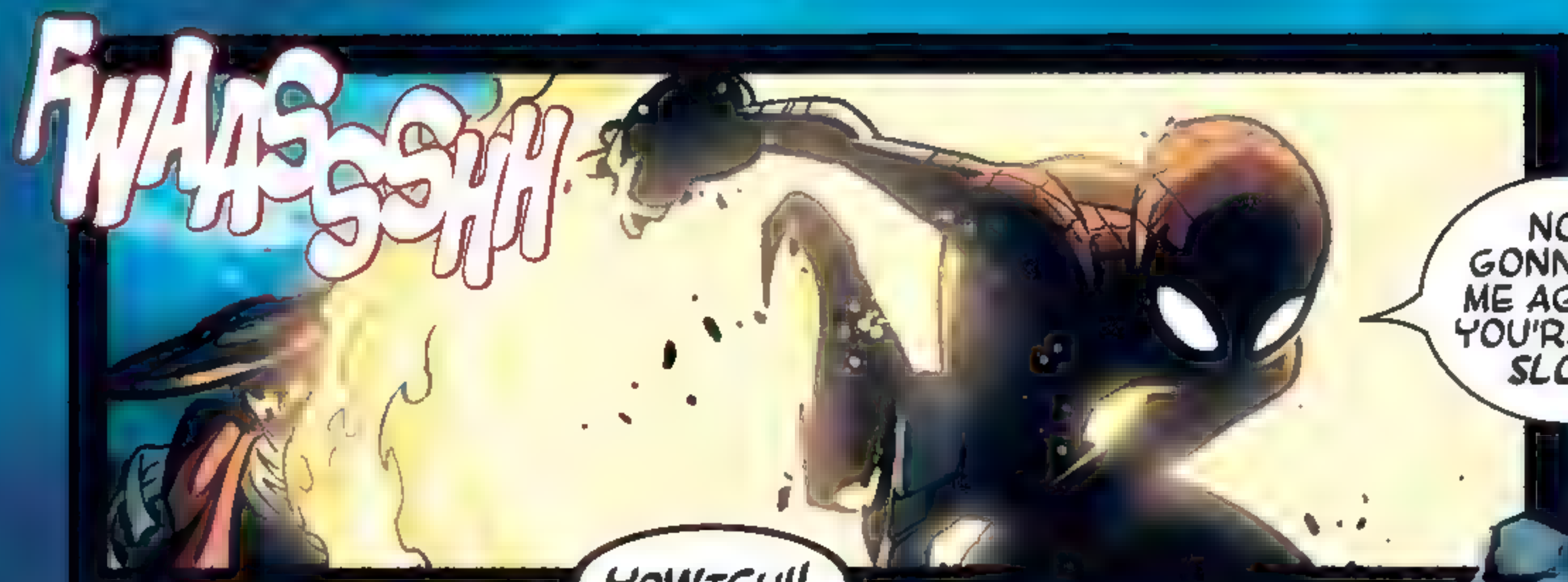
JACK-- THE SPIDER.



HEH HEH HEH HEH...



HEH.



NOT
GONNA HIT
ME AGAIN--
YOU'RE TOO
SLOW.

YOWTCH!!

LIAR,
LIAR...

MMOOO!

YOU WERE
SO CONCERNED
ABOUT YOUR DEAD
HUSBAND'S
GRAVE...

BUT WHAT
ABOUT HIS
REMAINS?

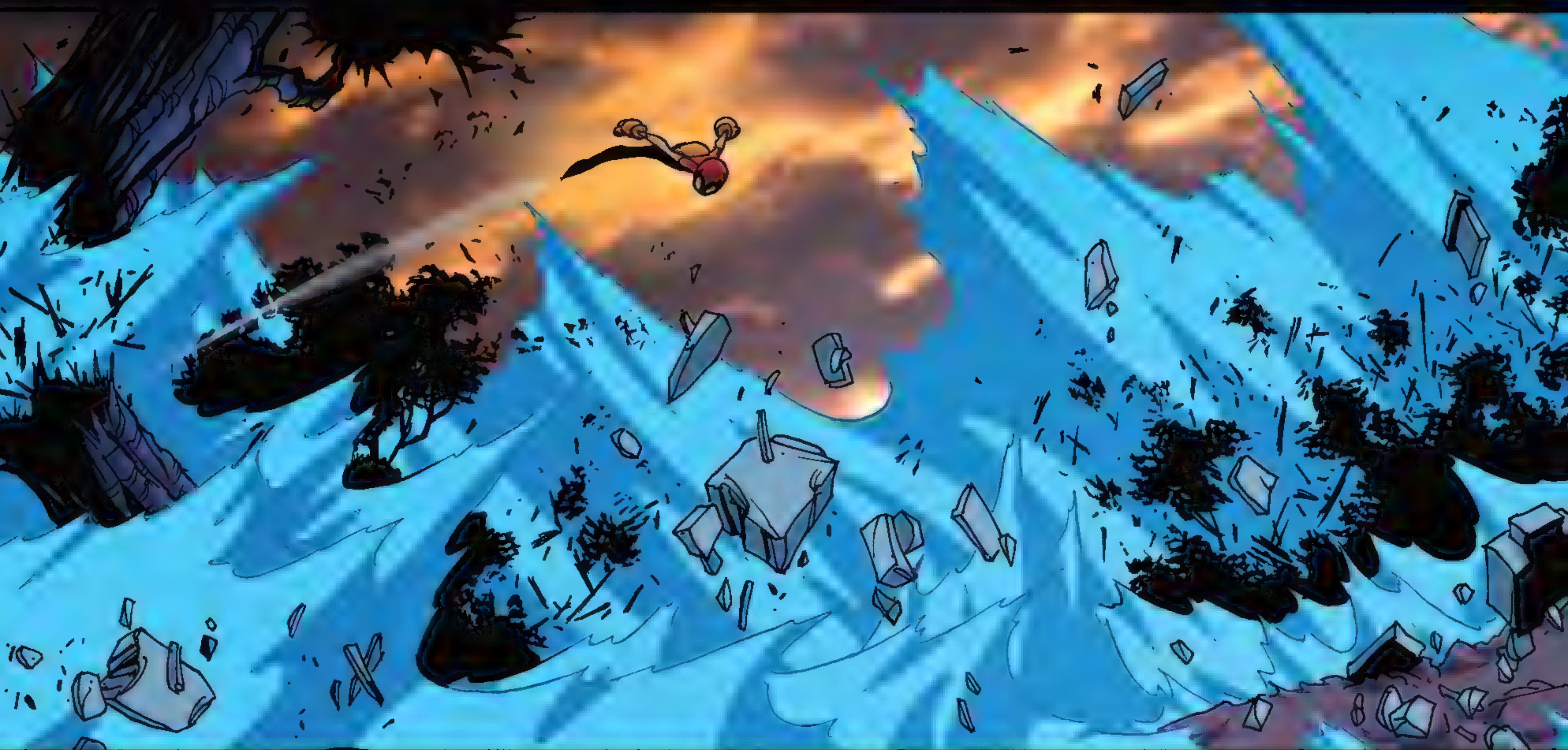
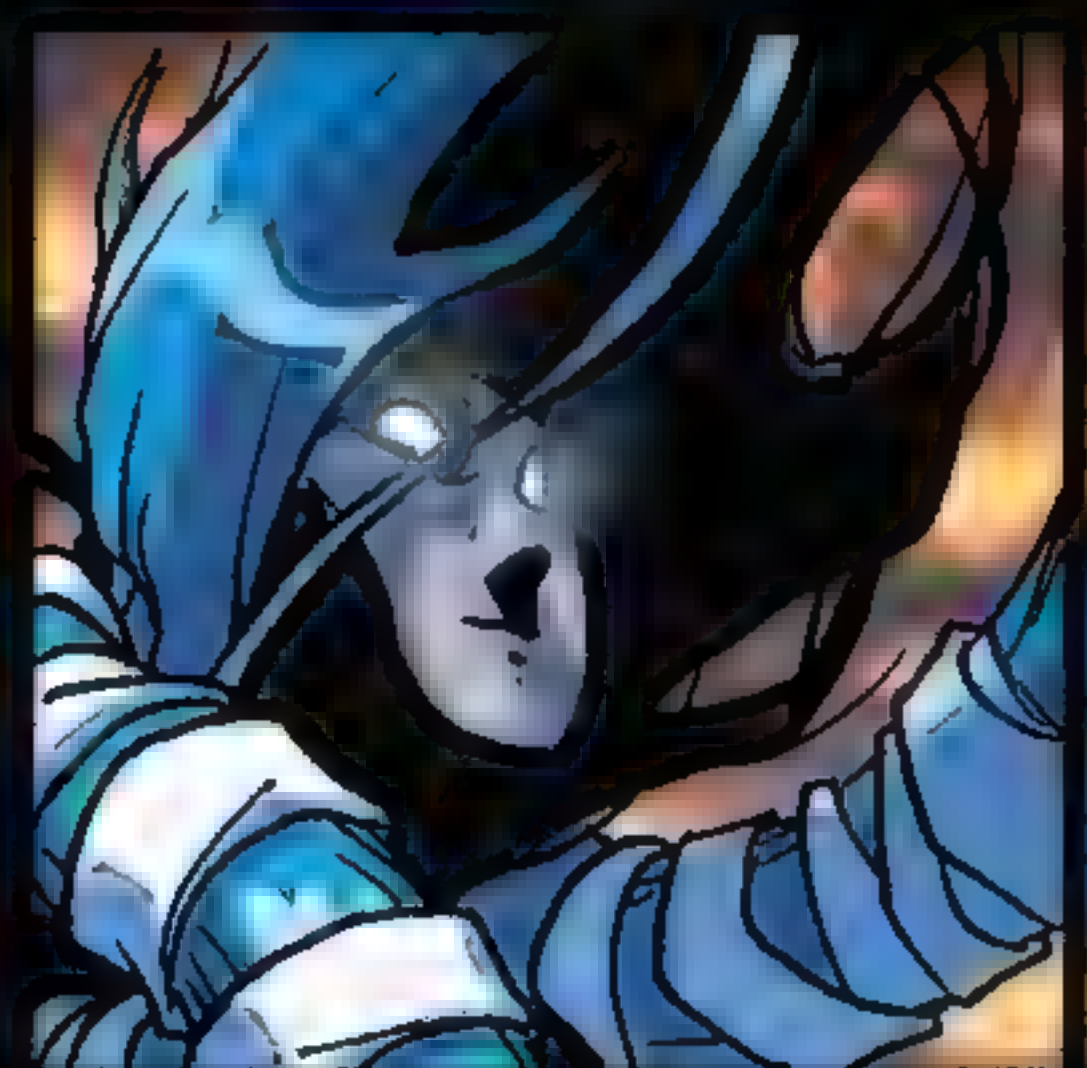
YOU
MONSTER!!
HOW COULD
YOU--?!

ASHES TO
ASHES...

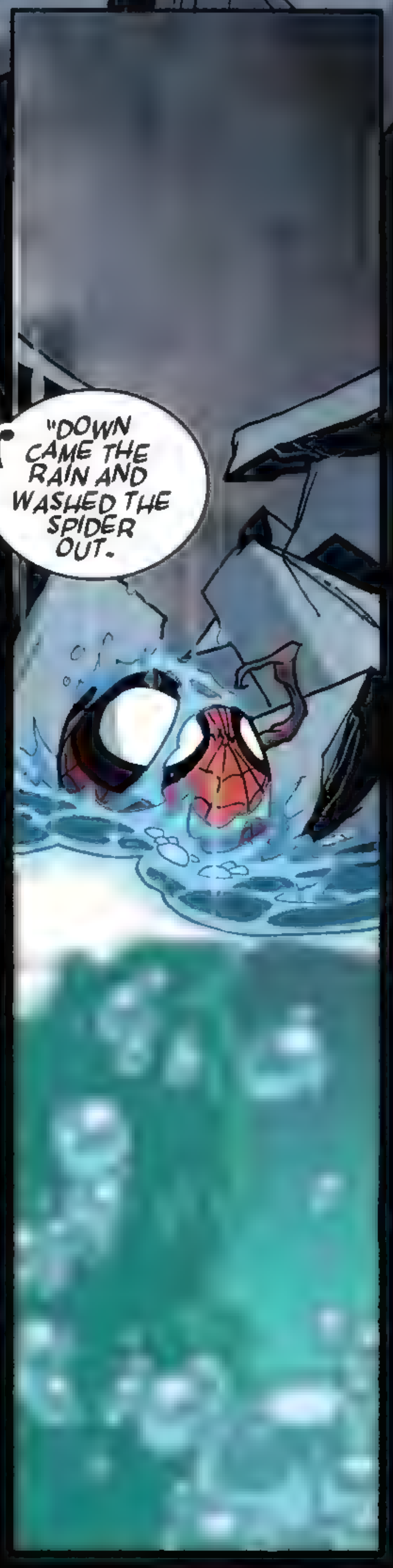
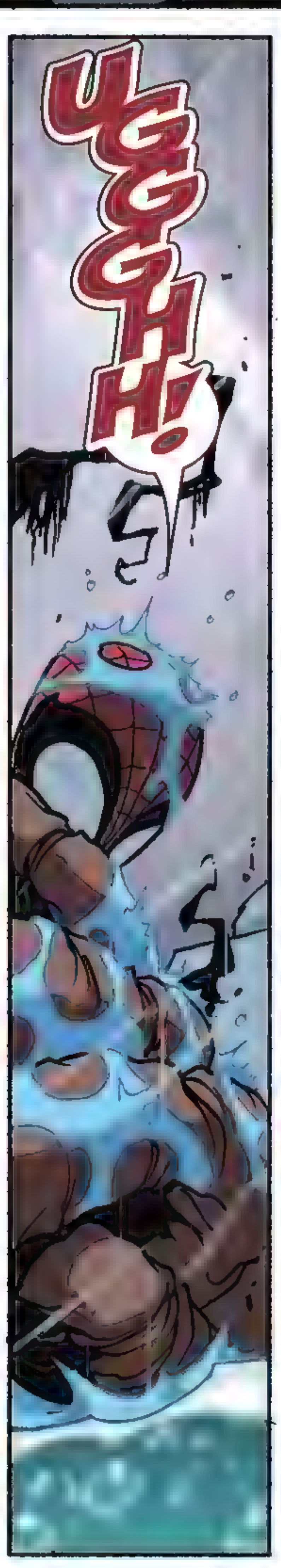
...DUST
TO DUST!



...BUT YOU CLOWNS PICKED THE WRONG DAY TO MESS WITH ME!









"OUT CAME THE SUN AND DRIED UP ALL THE RAIN."



WHO THE HELL ARE YOU PEOPLE?!

WHAT DO YOU WANT WITH US?



"THE ITSY BITSY SPIDER WOULD NEVER BE THE SAME AGAIN."

NO...



NO!! DON'T HURT THEM! IT'S ME YOU WANT!!



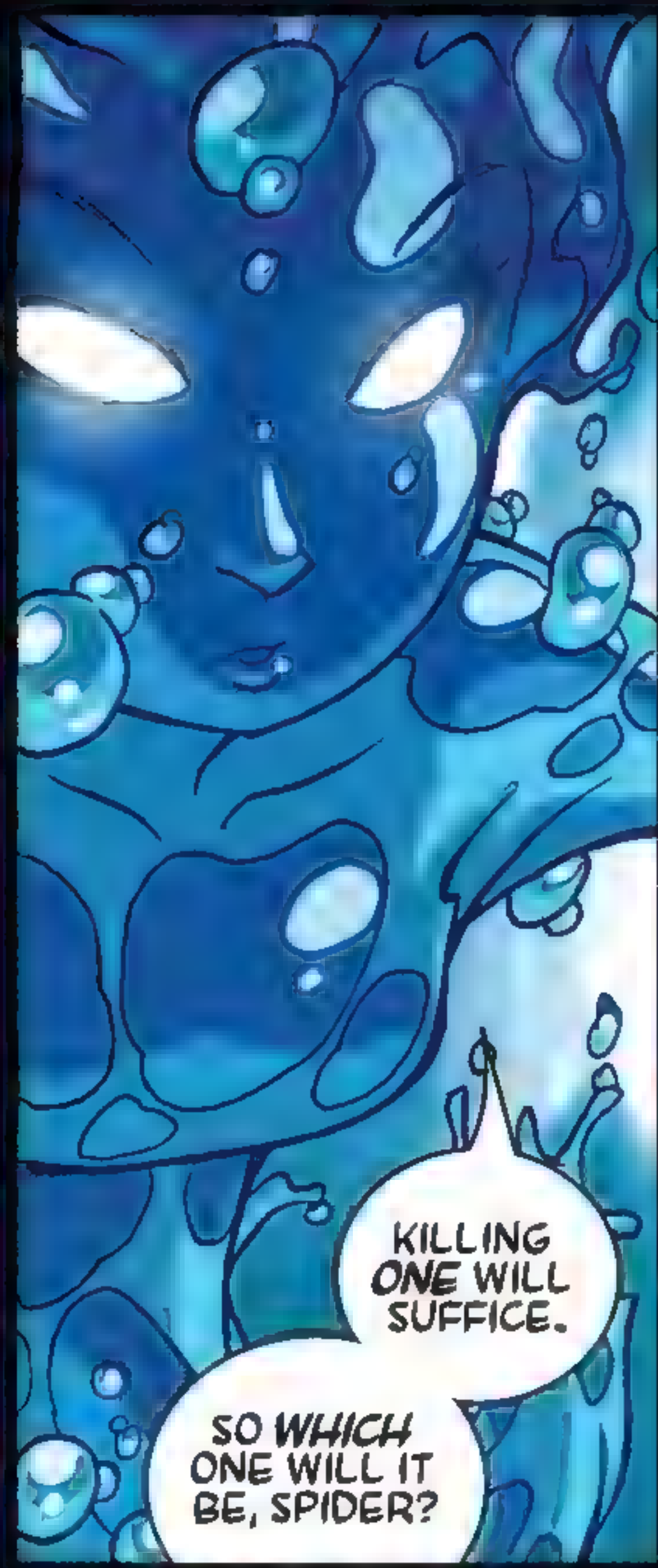
YES, IT'S YOU WE WANT. BUT THE BEST WAY FOR US TO HURT YOU...

PLEASE...

...IS TO HURT THEM.

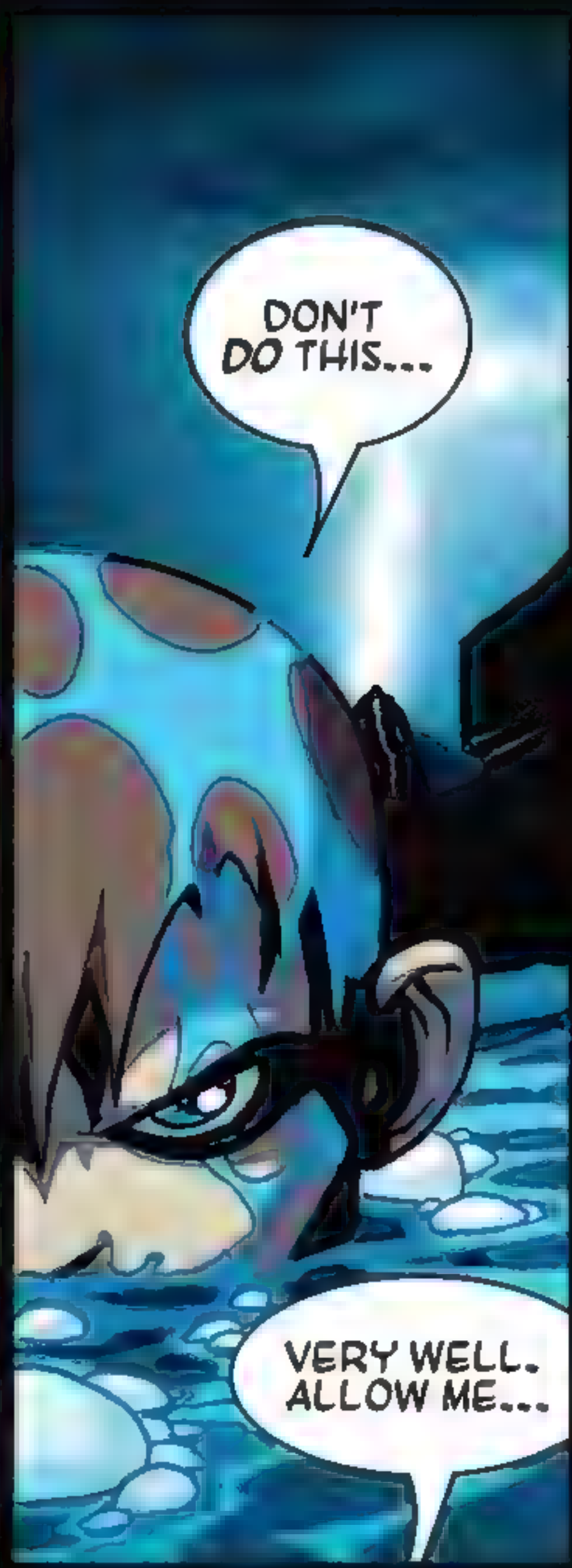


...NO...



KILLING
ONE WILL
SUFFICE.

SO WHICH
ONE WILL IT
BE, SPIDER?

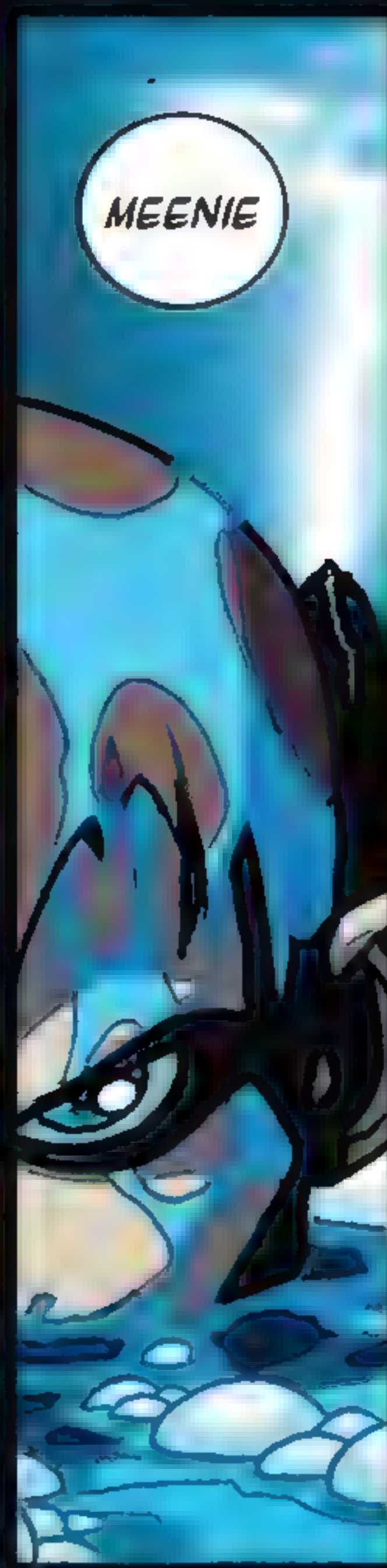


DON'T
DO THIS...

VERY WELL..
ALLOW ME...



EENIE



MEENIE



MINEY



MOE.



Nooooo!



EARTH.
WIND. FIRE.
WATER. WE
ARE THE
FOUR.

OUR TASK
WAS TO SEEK
YOU OUT, SPIDER.
TO HELP YOU SHED
YOUR SKIN. TO SET
YOU ON YOUR
PATH.

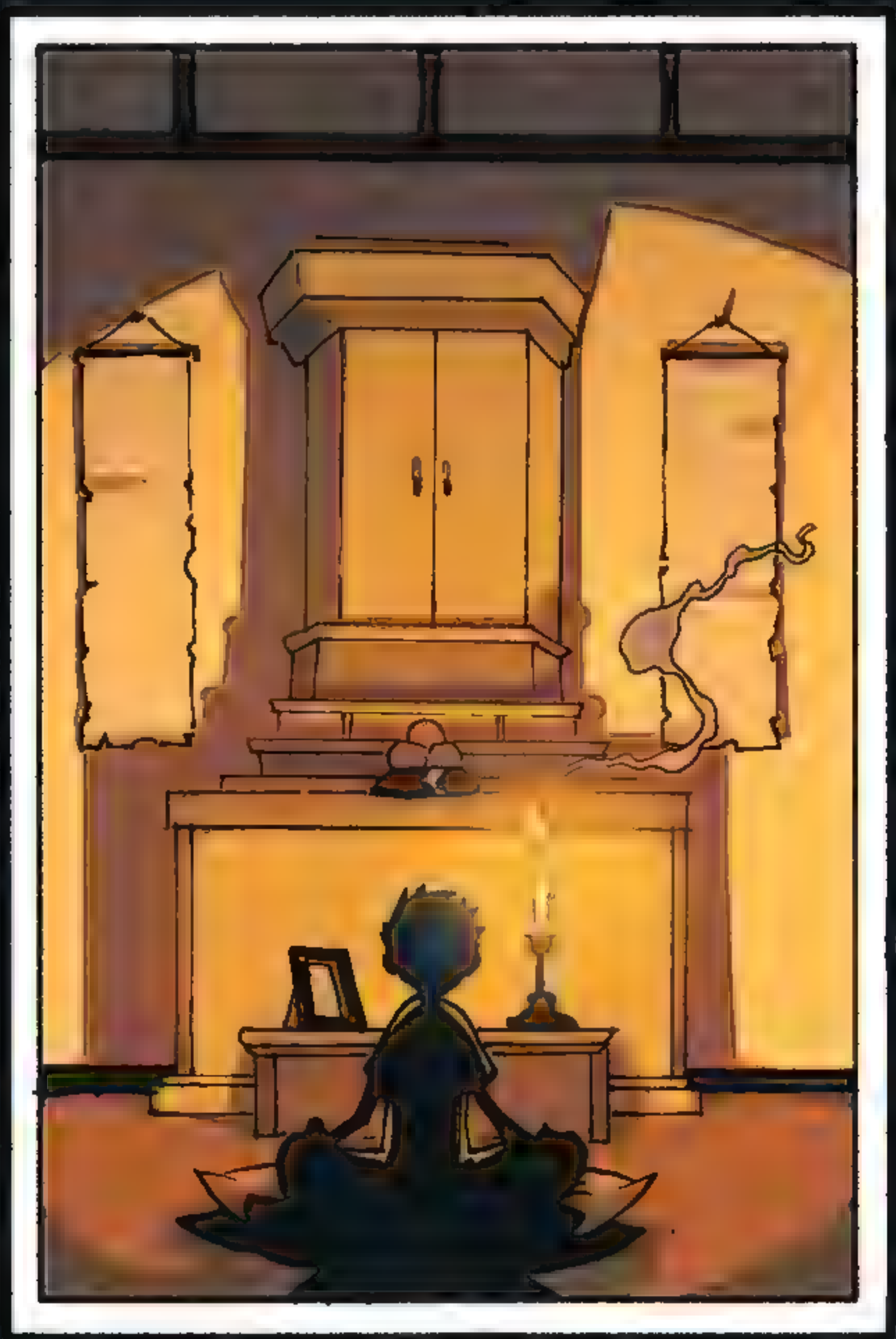
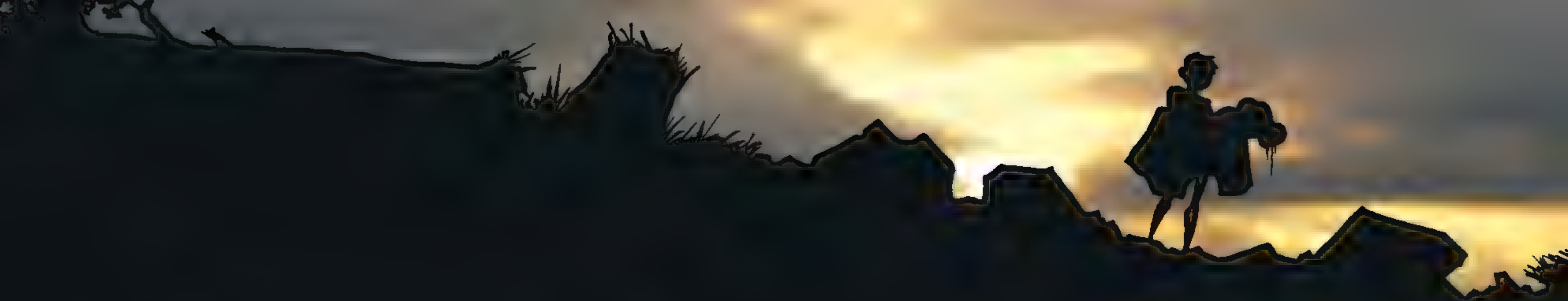


PRAY
WE NEVER
MEET
AGAIN.

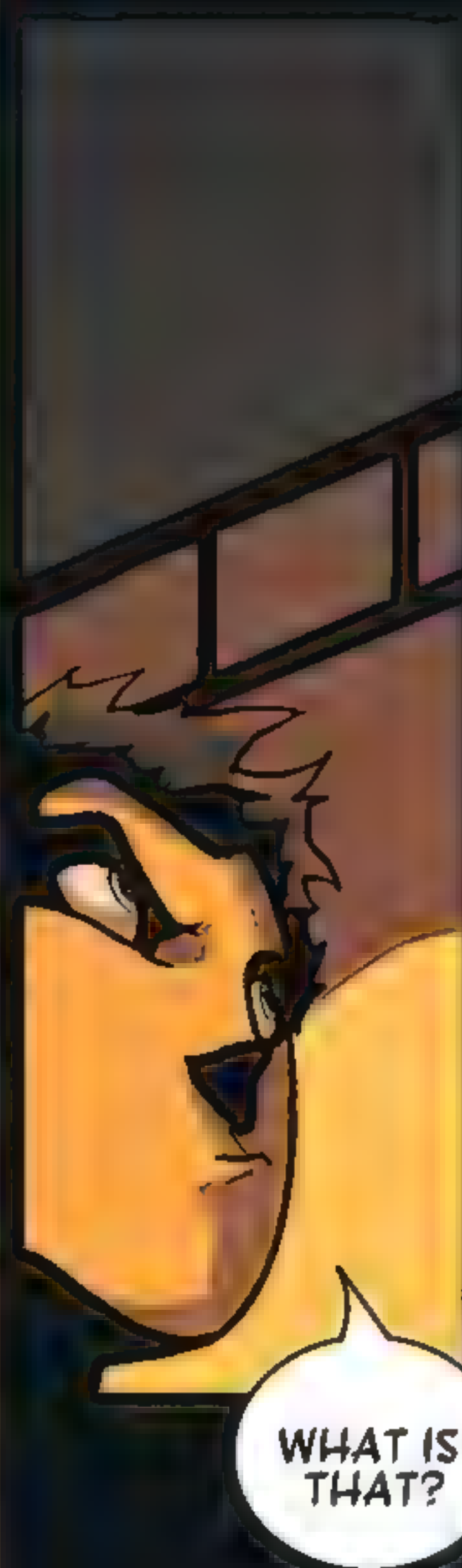


MAY...?





WHAT...



WHAT IS THAT?



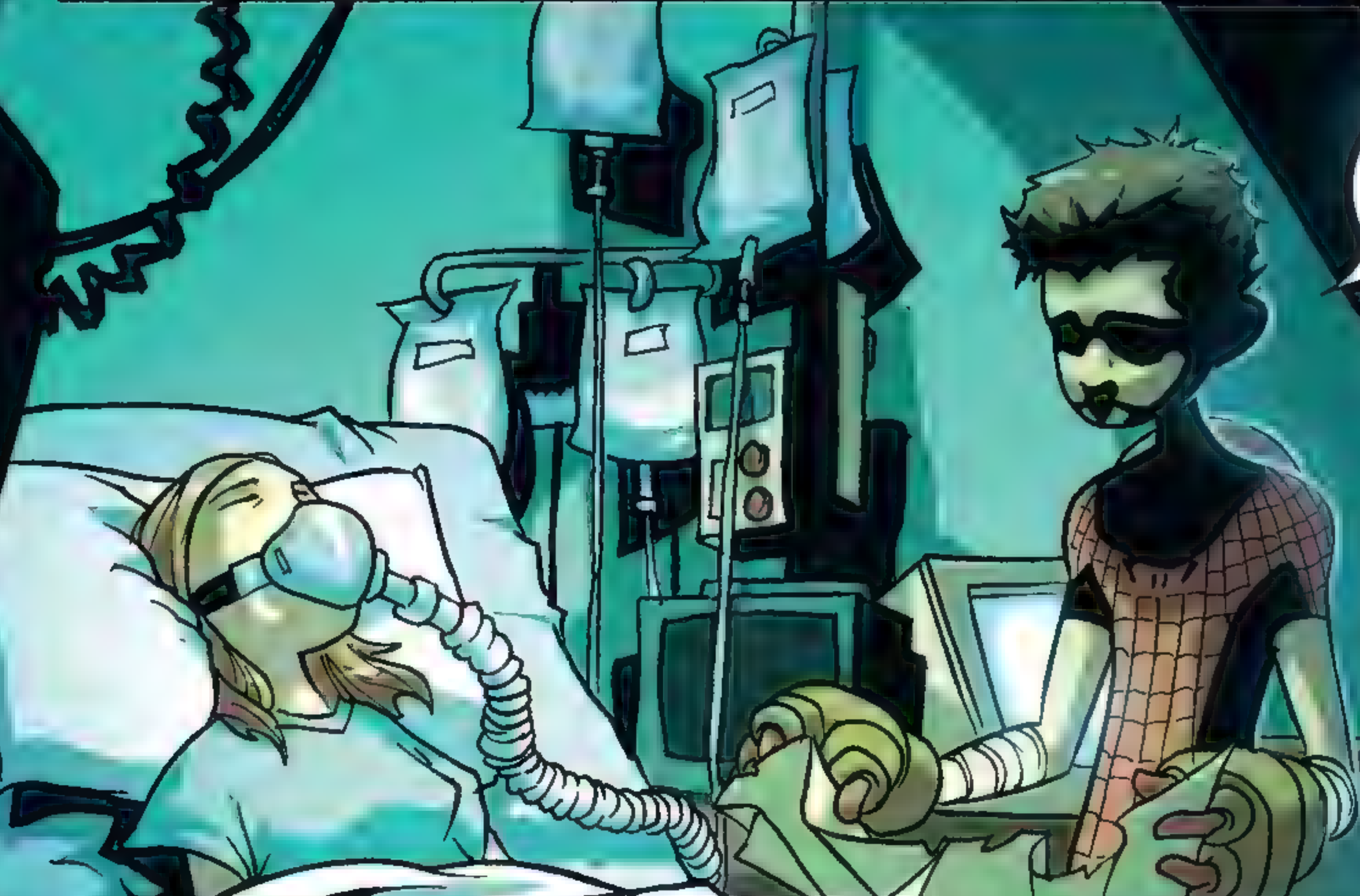


A MAP TO THE LAND OF THE SPIDER-CLAN...

MAYBE IT'S AN AMUSEMENT PARK, MJ.

"SPIDER-LAND! FILLED WITH ALL YOUR FAVORITE ARACHNID ATTRACTIONS!!"

WE CAN GO WHEN YOU GET OUT.



OH, MJ...

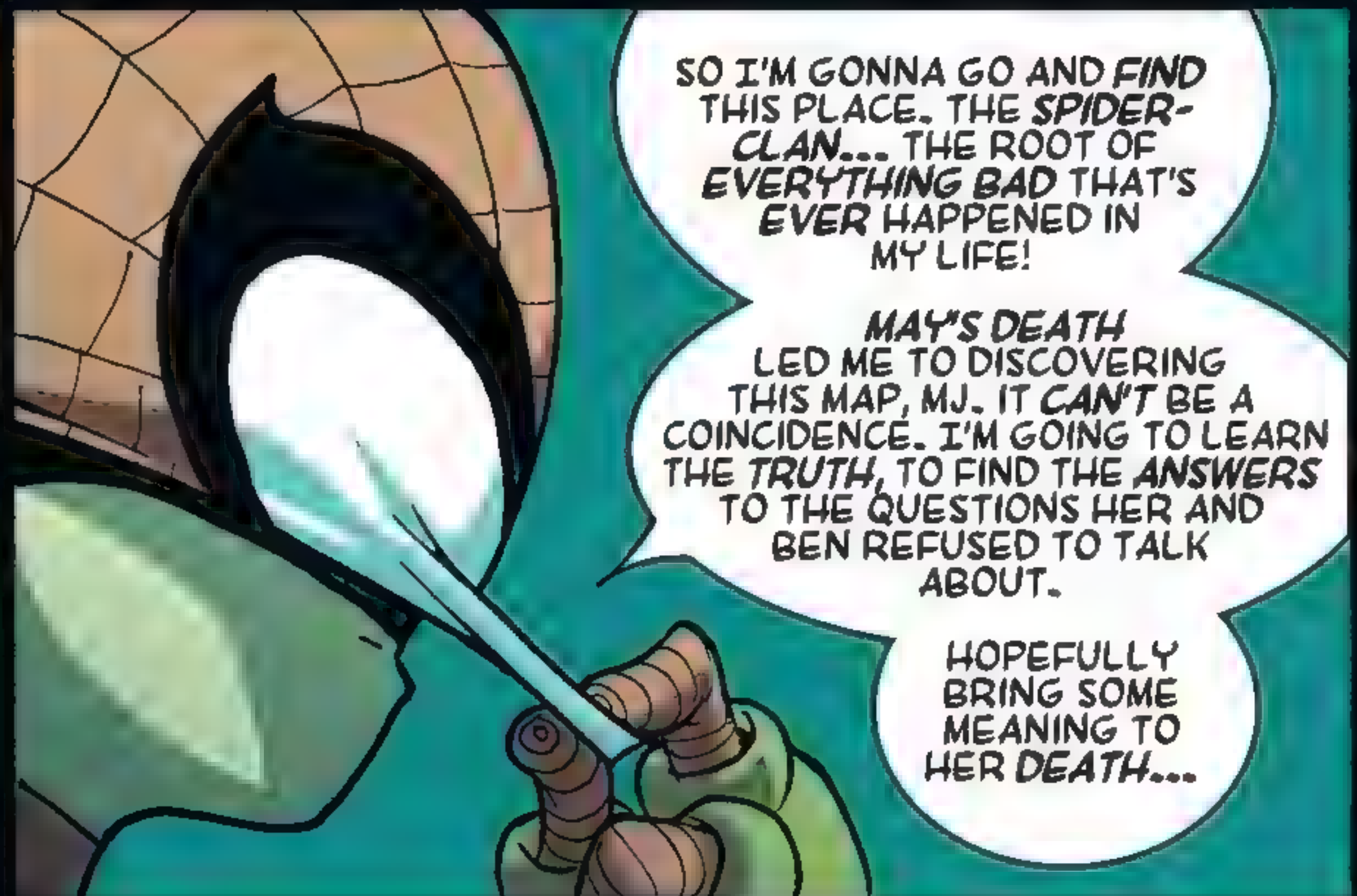
I'M SORRY, MARY JANE. I'M SO SORRY. I KNEW THIS WOULD HAPPEN SOMEDAY...

I'M A DANGER TO EVERYONE AROUND ME. ALL I BRING IS PAIN AND SUFFERING TO THE ONES I LOVE.

MAY'S DEAD. AND IT'S ALL MY FAULT! IT SHOULD HAVE BEEN ME WHO DIED.



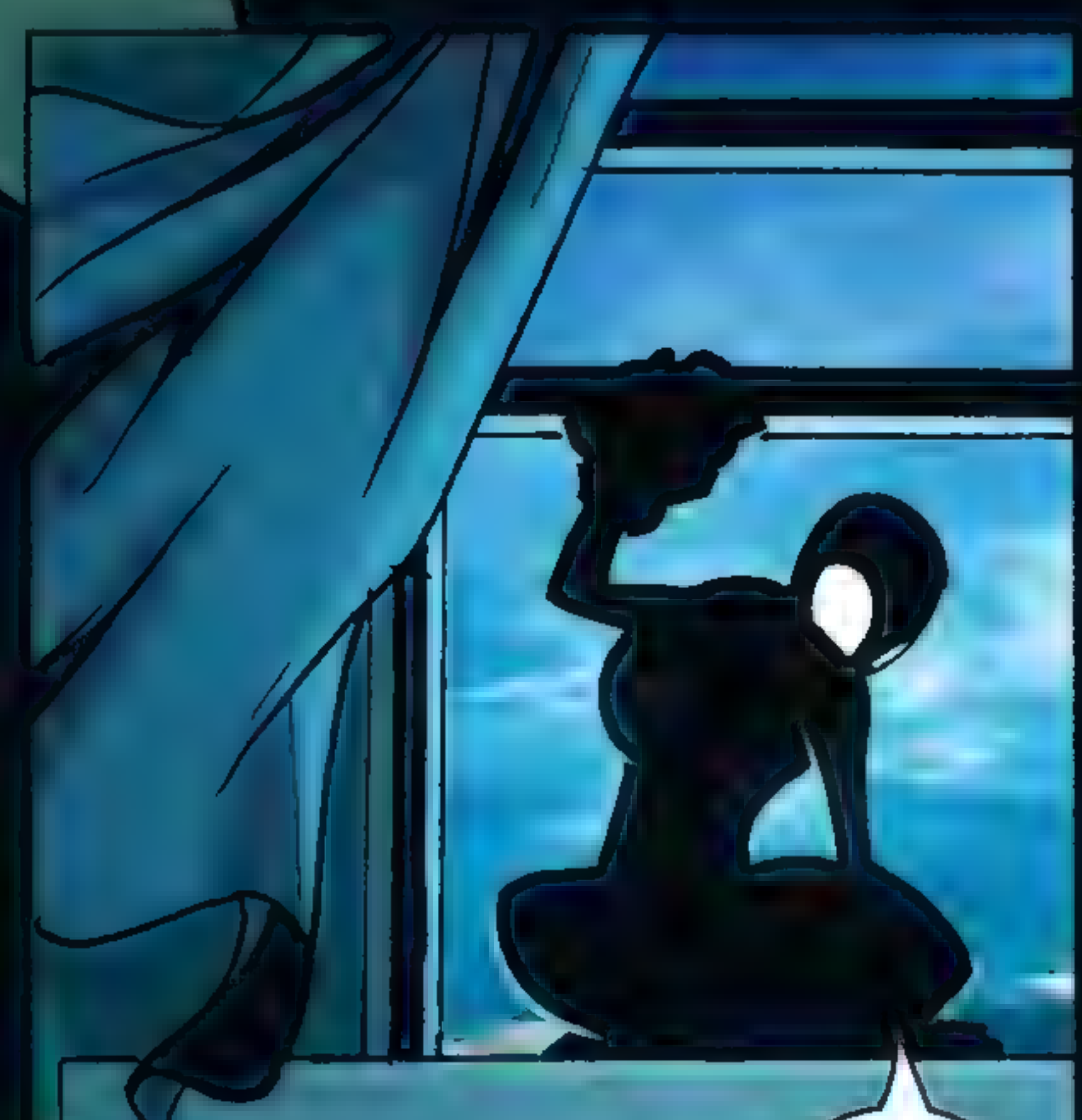
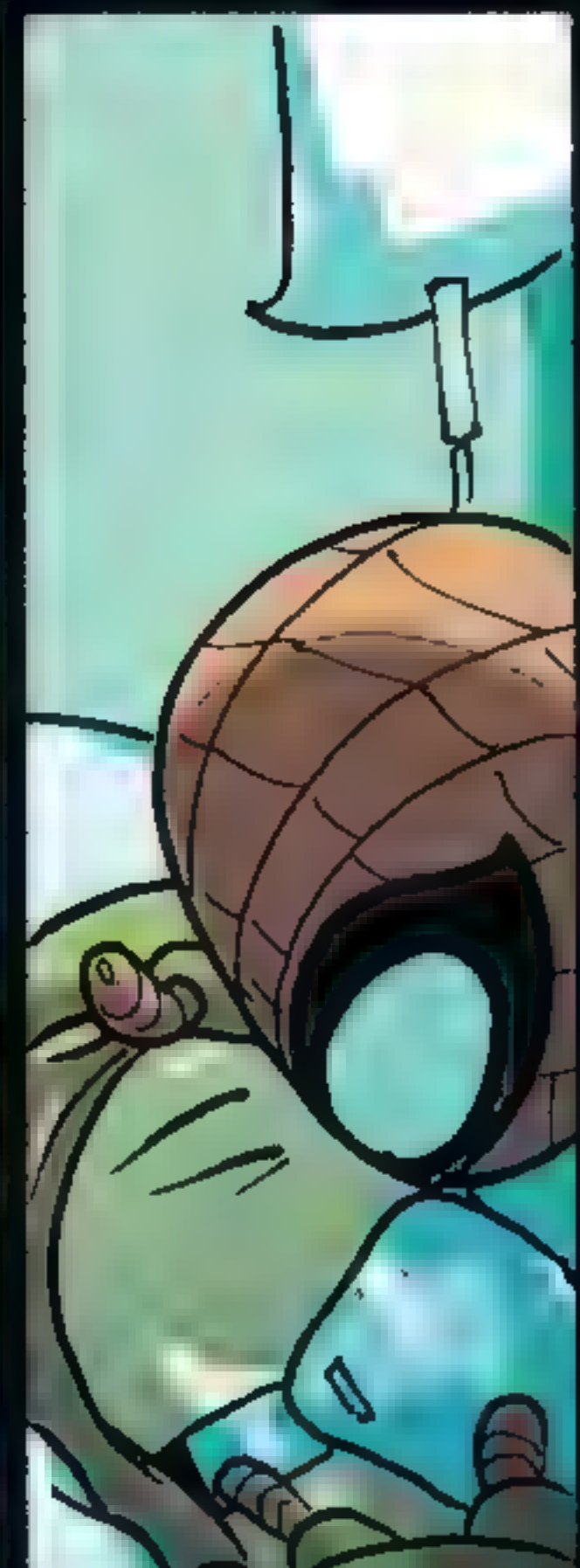
NOW I'VE GOT NO ONE! THERE'S NOTHING HERE FOR ME ANYMORE...



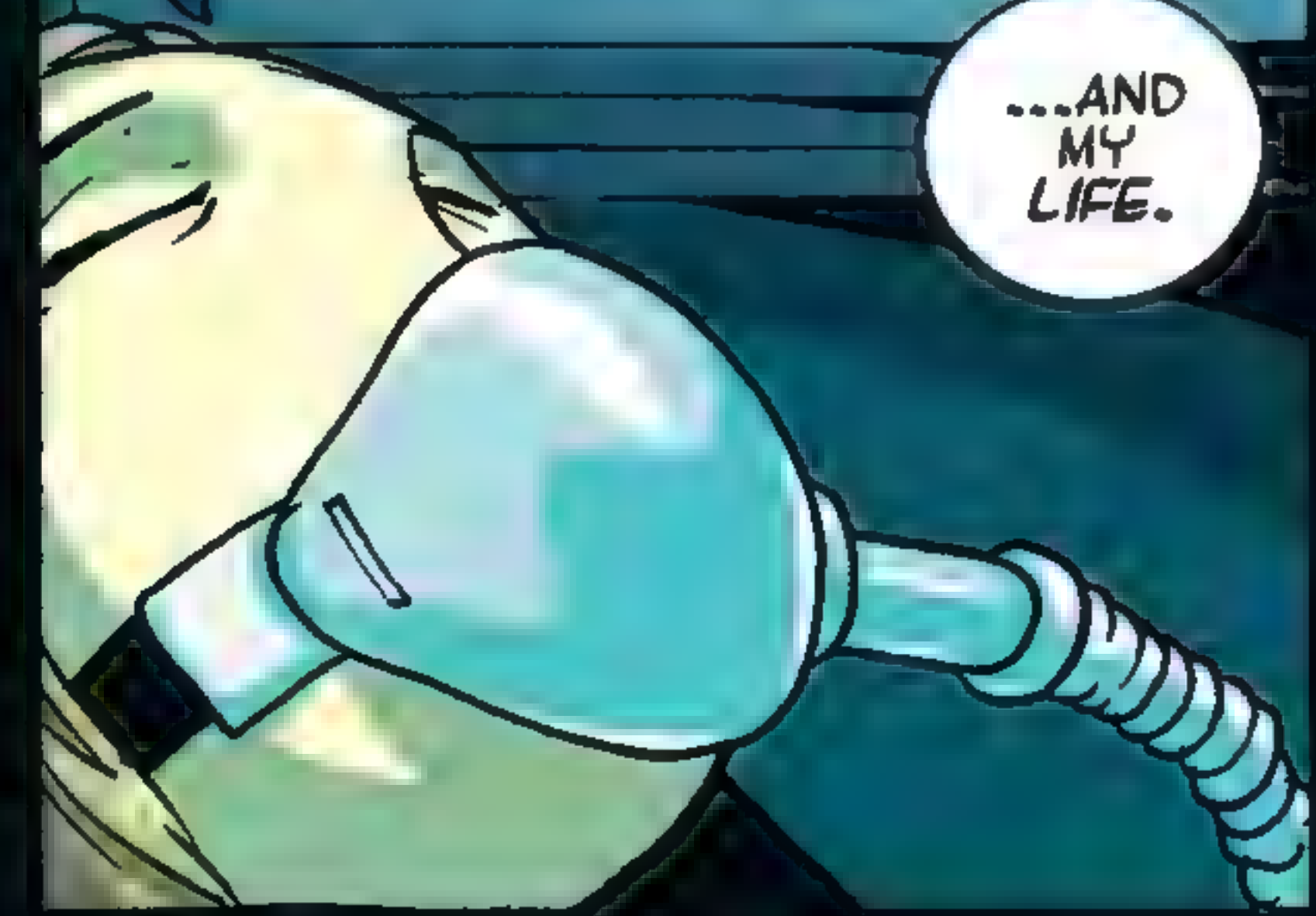
SO I'M GONNA GO AND FIND THIS PLACE. THE SPIDER-CLAN... THE ROOT OF EVERYTHING BAD THAT'S EVER HAPPENED IN MY LIFE!

MAY'S DEATH LED ME TO DISCOVERING THIS MAP, MJ. IT CAN'T BE A COINCIDENCE. I'M GOING TO LEARN THE TRUTH, TO FIND THE ANSWERS TO THE QUESTIONS HER AND BEN REFUSED TO TALK ABOUT.

HOPEFULLY BRING SOME MEANING TO HER DEATH...



...AND MY LIFE.









...BROTHER!

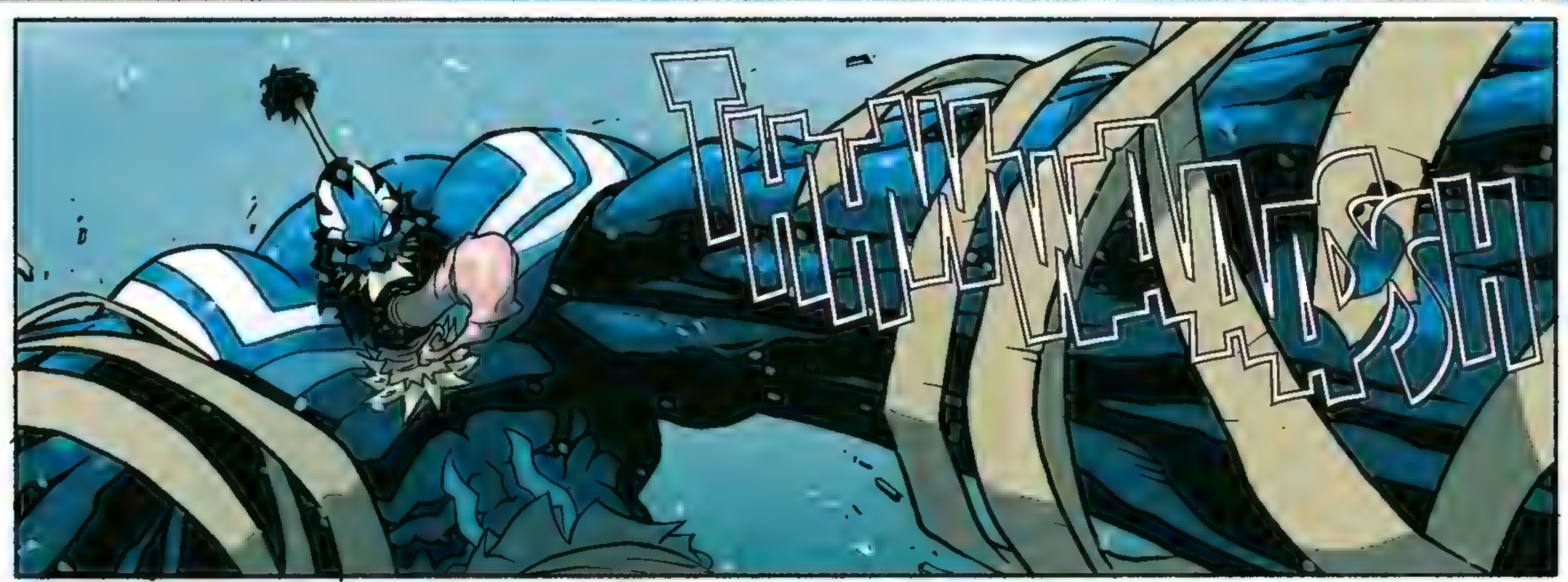
VENOM?!



Nooooo!!!



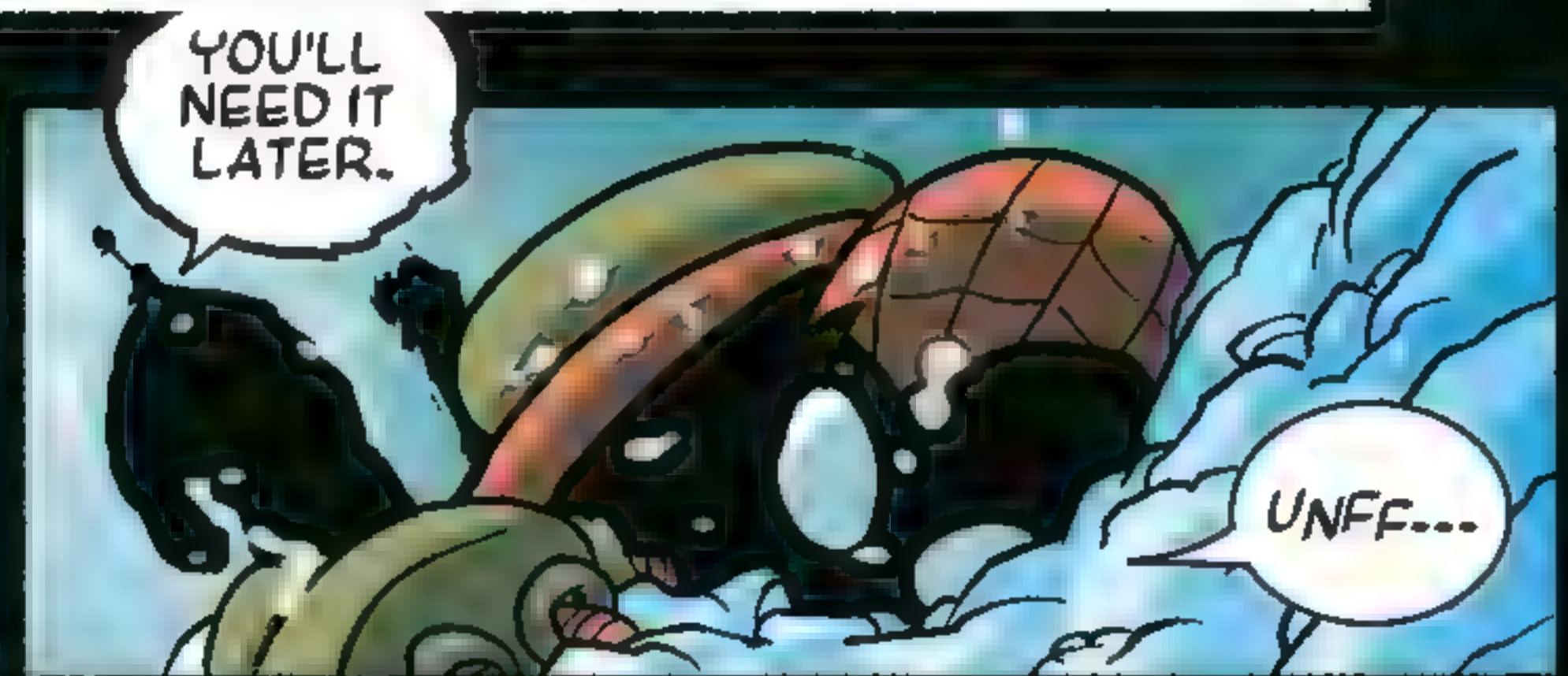
SAVE YOUR STRENGTH.



FWWUK



THAM



YOU'LL NEED IT LATER.

UNFF...



SEEMS YOUNG PETER STILL HOLDS A GRUDGE.

HHHHSSSS

I WOULDN'T WANT IT ANY OTHER WAY.

Weeks Later...

I DON'T KNOW WHAT I FIND HARDER TO BELIEVE, THE FACT THAT YOU'RE STILL ALIVE...

...OR THAT I'VE AGREED TO LET YOU TRAIN ME!

BEFORE YOUR FEVER BROKE, YOU BABBLED OF WANTING TO KNOW THE TRUTH ABOUT OUR FAMILY... ABOUT THE SPIDER-CLAN.

WHAT BETTER WAY TO FIND IT THAN BY BEATING IT OUT OF THE ONE WHO KNOWS?!

THAT'S THE ONLY REASON I CAN GET UP EVERY MORNING.

AS FOR MY RESURRECTION... LET'S JUST SAY I WAS LUCKY.

WILL MAY BE SO "LUCKY"?

THWAK

GHARRGH!

OW!

YOU HAVE THE SAME TOOLS AT YOUR DISPOSAL, PETER!

OR HAVE YOU FORGOTTEN YOUR ABILITY TO SPIN WEBS FROM YOUR WRISTS?

THEY ONLY WORK... SUB-CONSCIOUSLY.

I CAN'T...

THWIP
THWIP

GOOD BOY.

LEARN. FOCUS. MAKE IT A CONSCIOUS ACTION...

"...NOW LET'S SEE
WHAT ELSE YOU
CAN LEARN."

"EACH MEMBER OF
THE SPIDER-CLAN
IS BORN WITH A
GENETIC GIFT, AN
INTERNAL ABILITY
THAT MAKES US
UNIQUE, ONE WE
CAN USE TO OUR
ADVANTAGE IN LIFE."

"THIS IS THE
POWER THAT
COMES FROM
WITHIN US."

"THEN THERE ARE
THE OUTSIDE FORCES
THAT WE MUST ALSO
LEARN TO CONTROL."

"THE SPIDER-CLAN'S GREATEST
STRENGTH IS THAT WE ARE ALL
CONNECTED TO THE WEB OF
LIFE. WE CAN DRAW ON THE
LIFE FORCES OF ALL THOSE
IN TUNE WITH THE WEB, TO
INCREASE OUR OWN PHYSICAL
STRENGTH AND ABILITIES."

"THE WEB OF
LIFE ENHANCES
AND EMPOWERS,
ALLOWING US
TO ACCOMPLISH
THINGS THAT MIGHT
OTHERWISE SEEM
IMPOSSIBLE."

"HOWEVER, IT IS
WHEN WE COMBINE
THESE POWERS...
WHEN THE ABILITIES
FROM WITHIN MEET
THE FORCES FROM
WITHOUT..."

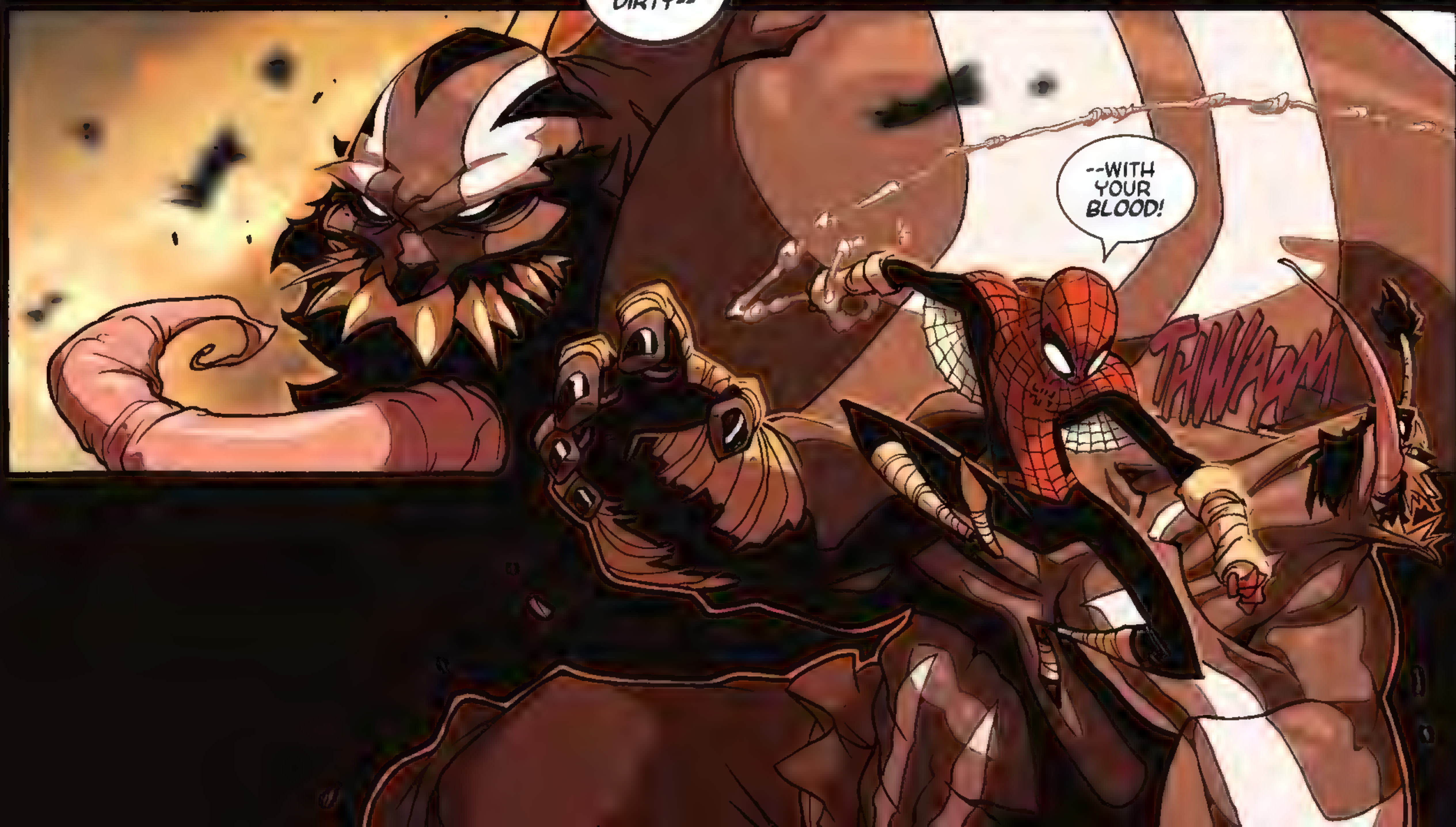
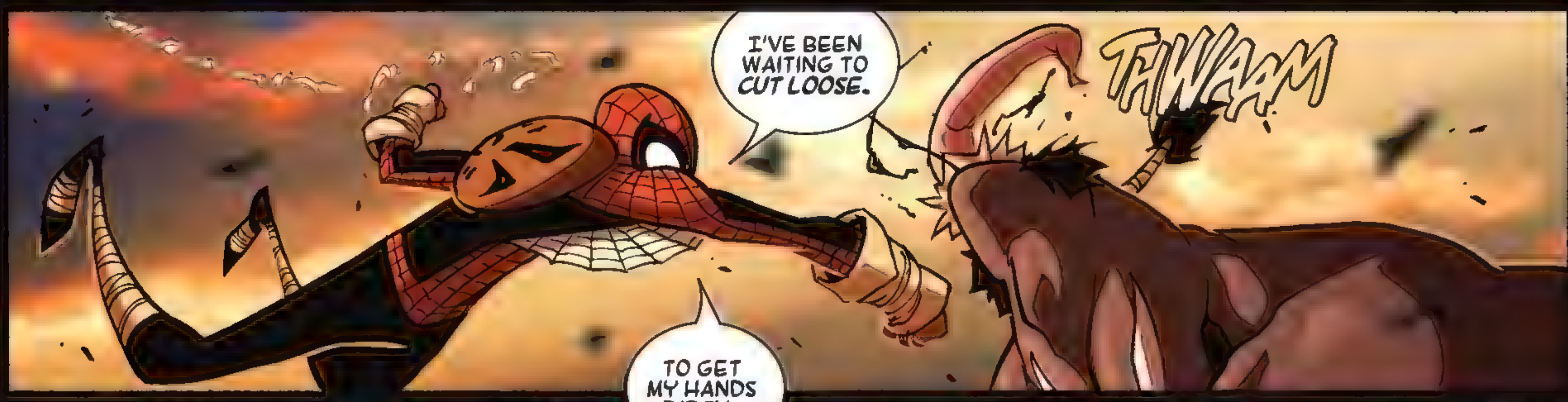
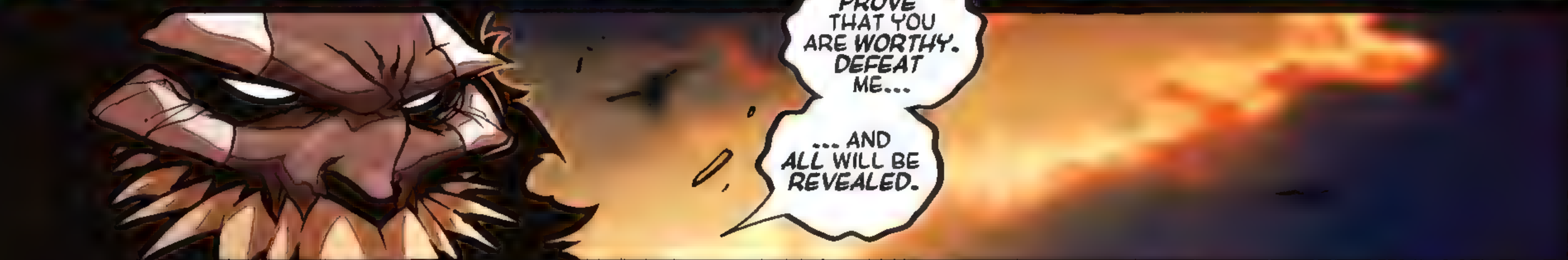
"THAT IS WHEN WE
OF THE SPIDER-CLAN
BECOME OUR MOST
POWERFUL."

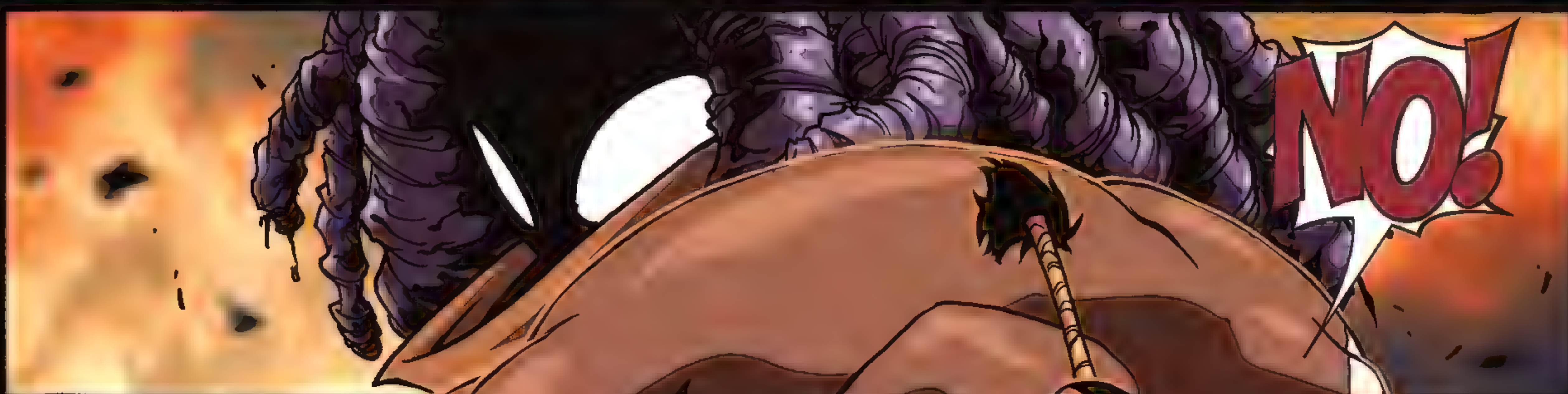
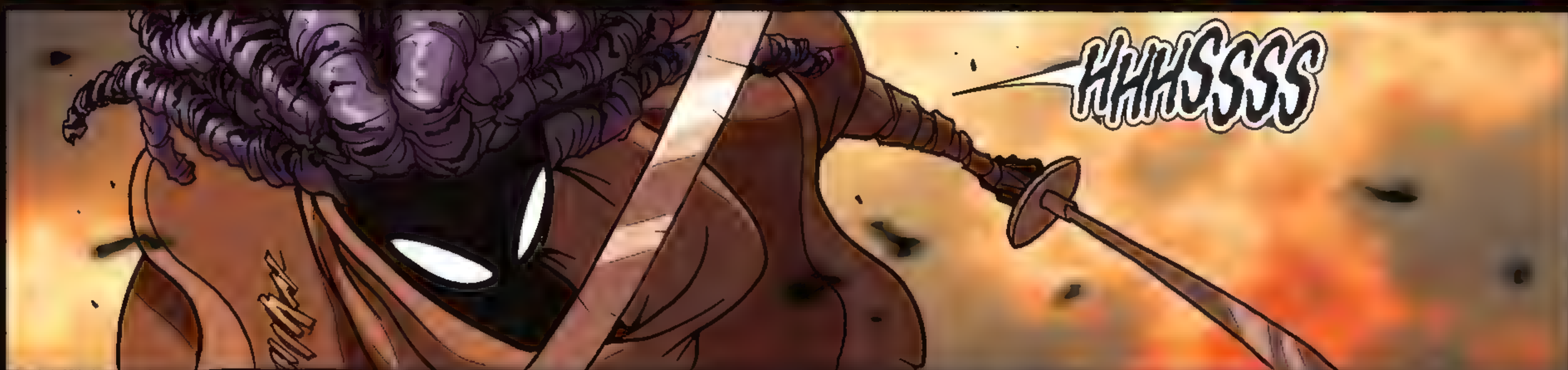
"OUR MOST
DANGEROUS."

"OUR MOST
DEADLY."

"YOU'RE NOW
READY..."



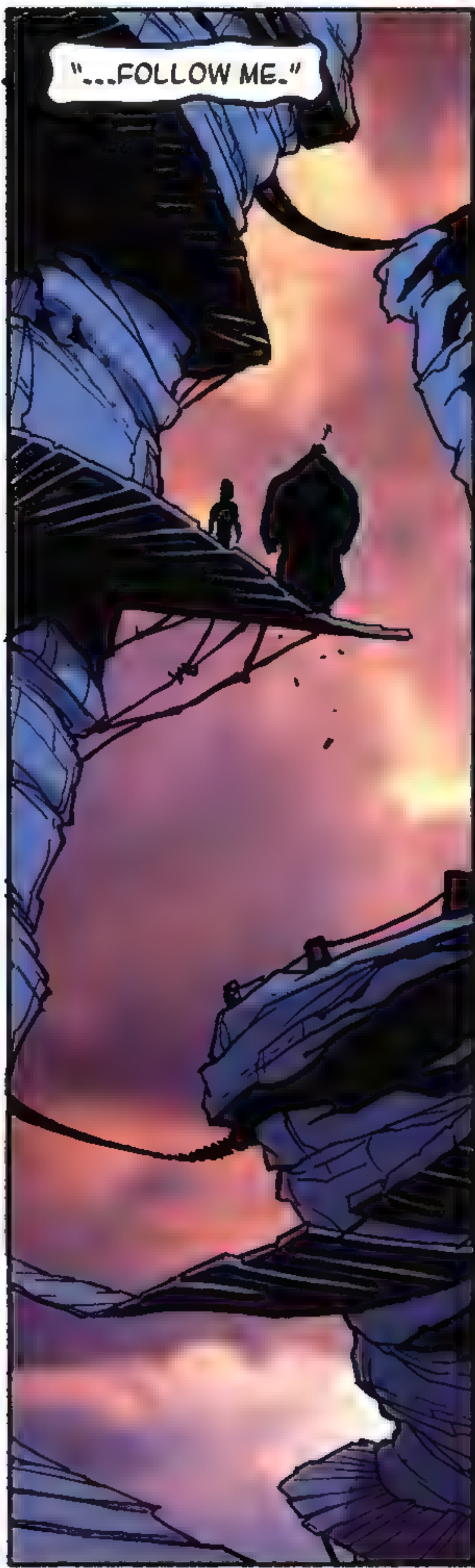




YOUR
TRAINING
HAS MADE
YOU STRONG,
PETER.

YOUR
DESIRE...
EVEN STRONGER
THAN I COULD
HAVE POSSIBLY
IMAGINED.

MAYBE
YOU DO STAND
A CHANCE AFTER
ALL...



"...FOLLOW ME."



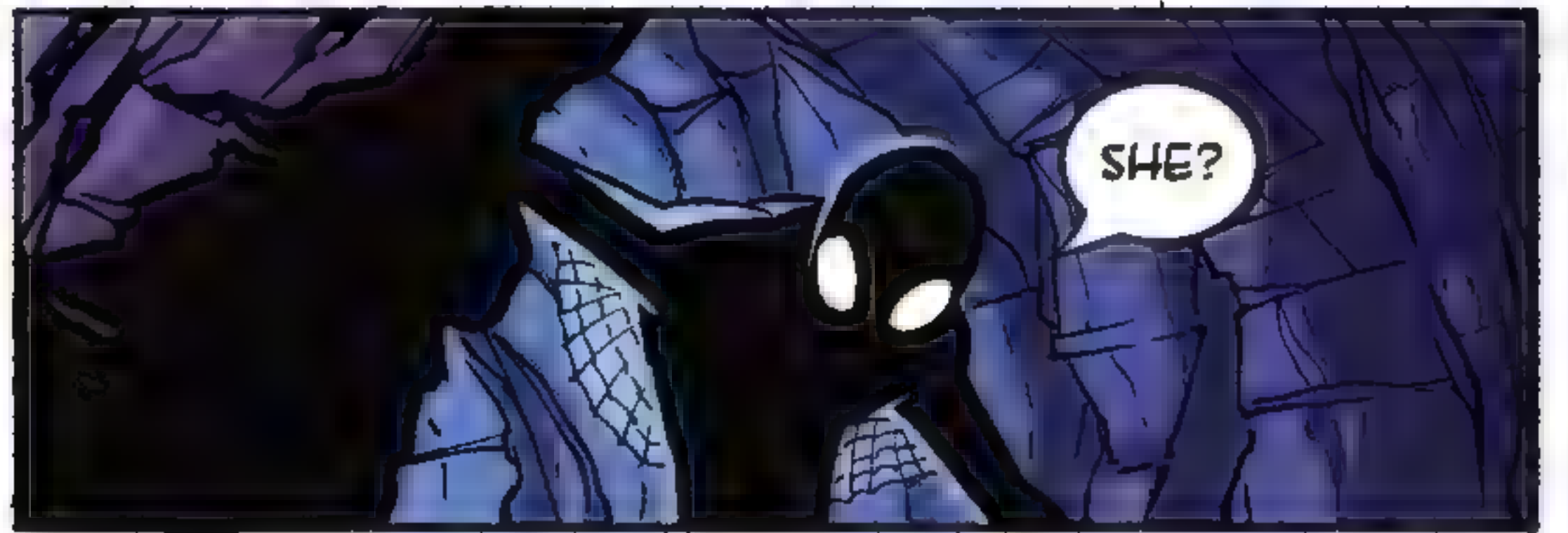
HERE. I AM
NO LONGER
WORTHY TO
ENTER HER
LAIR.

YOU WANT
ME TO BLINDLY
WALK INTO A
DARK CAVE?
NO, YOU FIRST.
I INSIST.

YOU WILL
BE SAFE. SHE'S
BEEN WAITING
A LONG TIME
FOR YOU.



OOOOKAY.



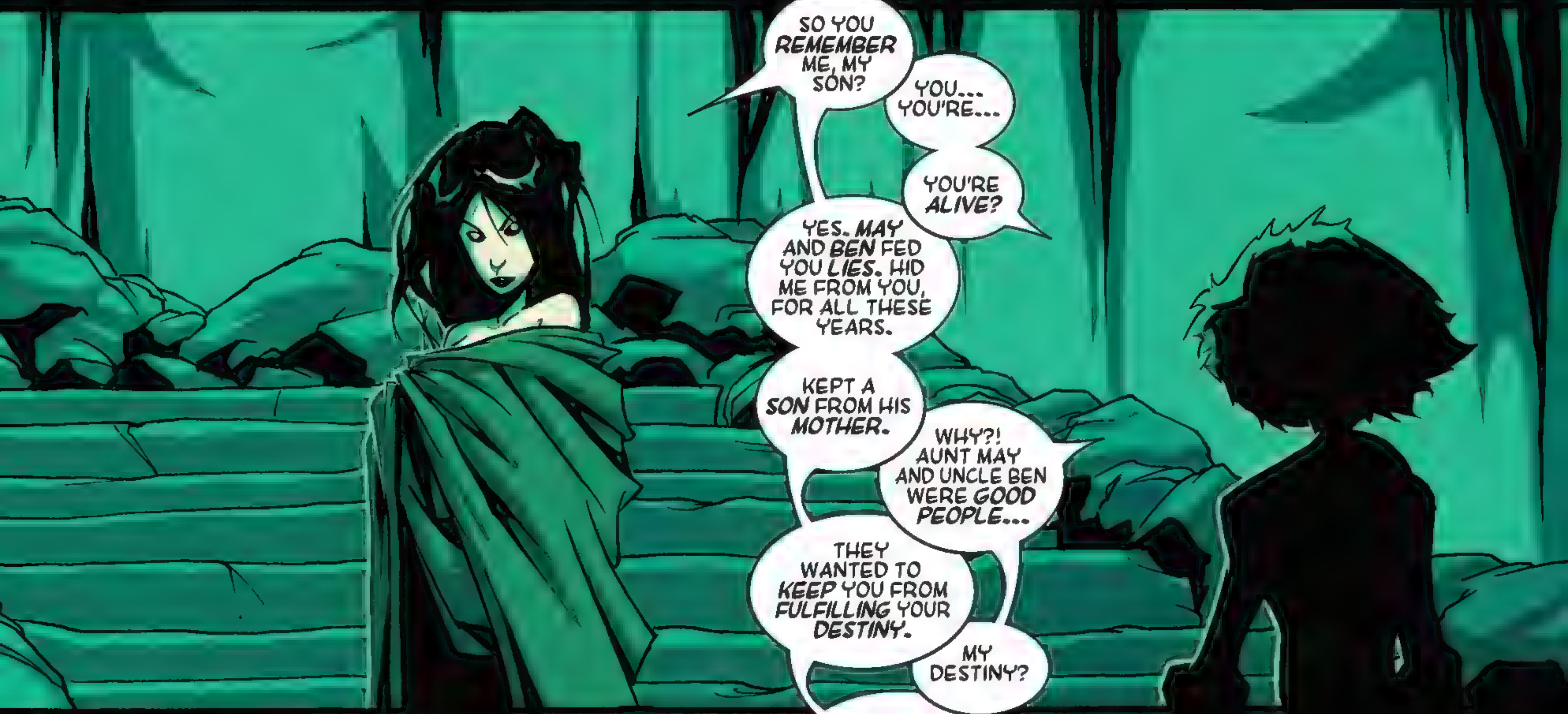
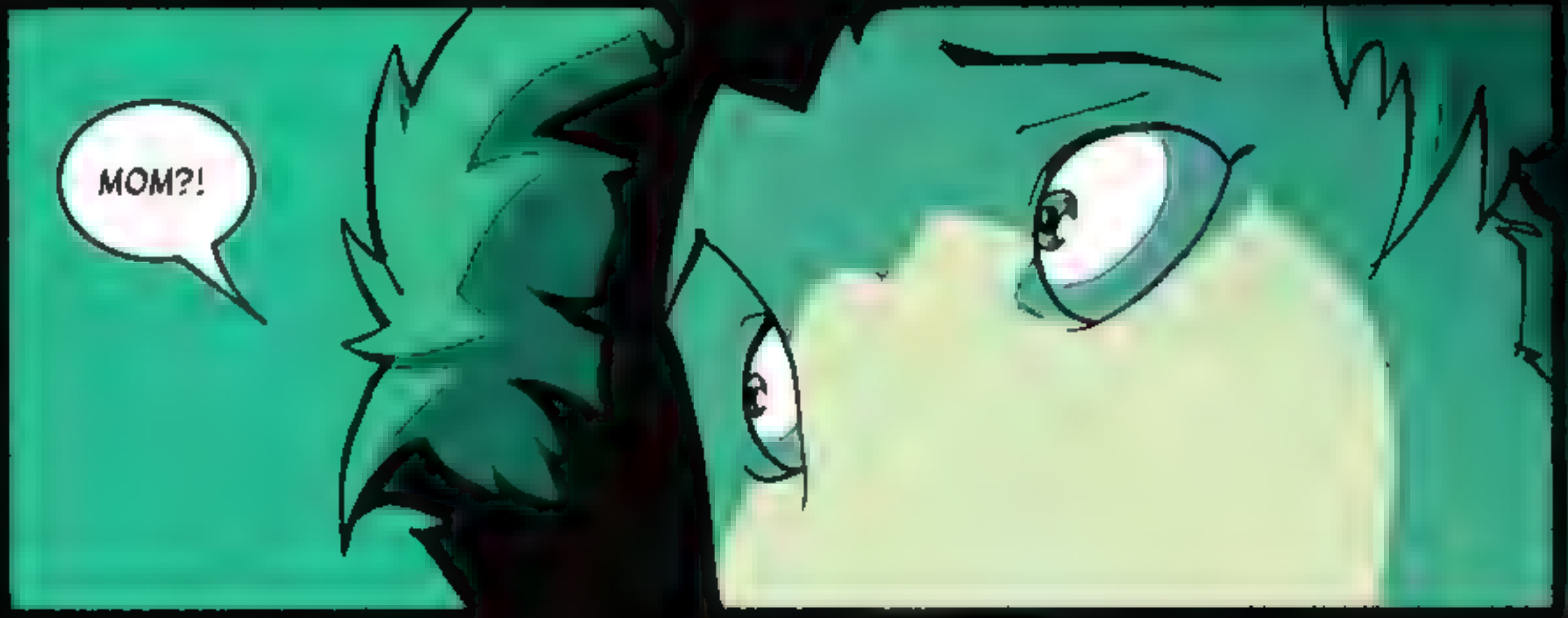
SHE?

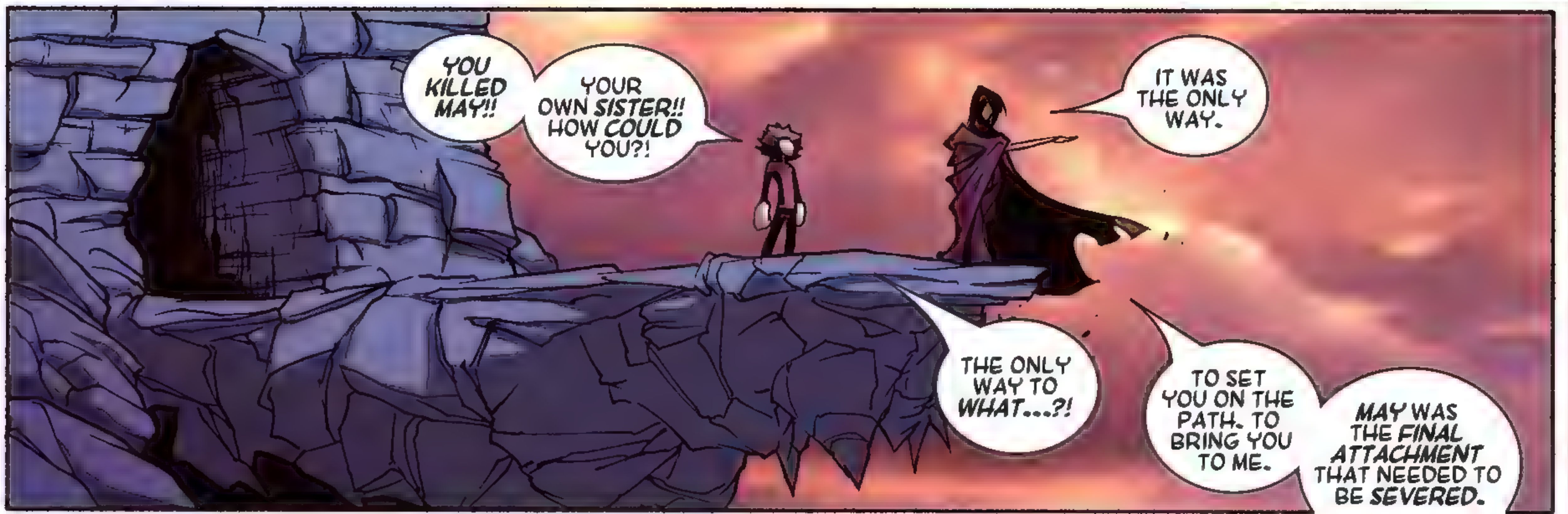


SHE
WHO...?



THE
WOMAN...
FROM MY
VISION...





YOU
KILLED
MAY!!

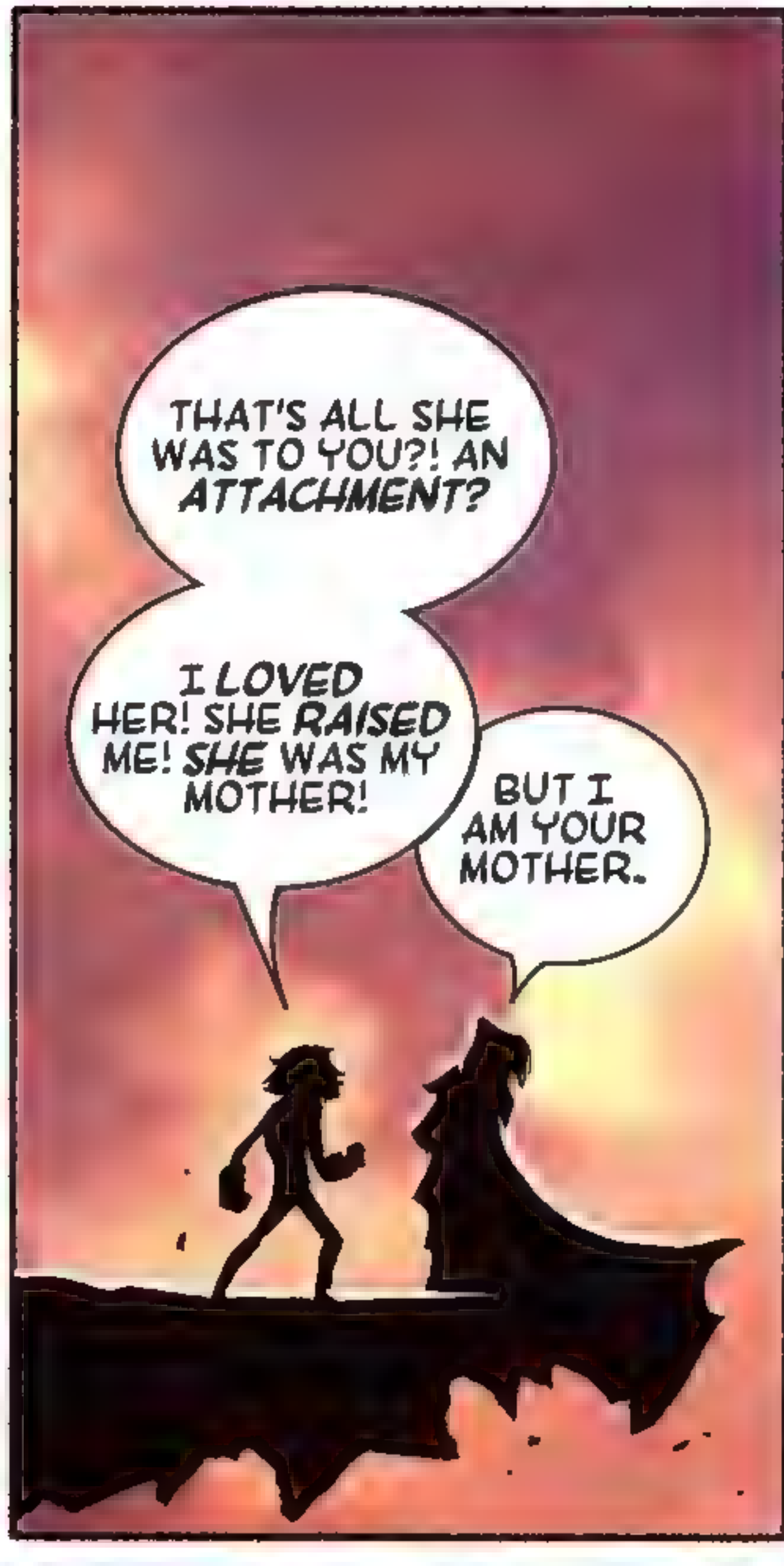
YOUR
OWN SISTER!!
HOW COULD
YOU?!

IT WAS
THE ONLY
WAY.

THE ONLY
WAY TO
WHAT...?!

TO SET
YOU ON THE
PATH. TO
BRING YOU
TO ME.

MAY WAS
THE FINAL
ATTACHMENT
THAT NEEDED TO
BE SEVERED.



THAT'S ALL SHE
WAS TO YOU?! AN
ATTACHMENT?

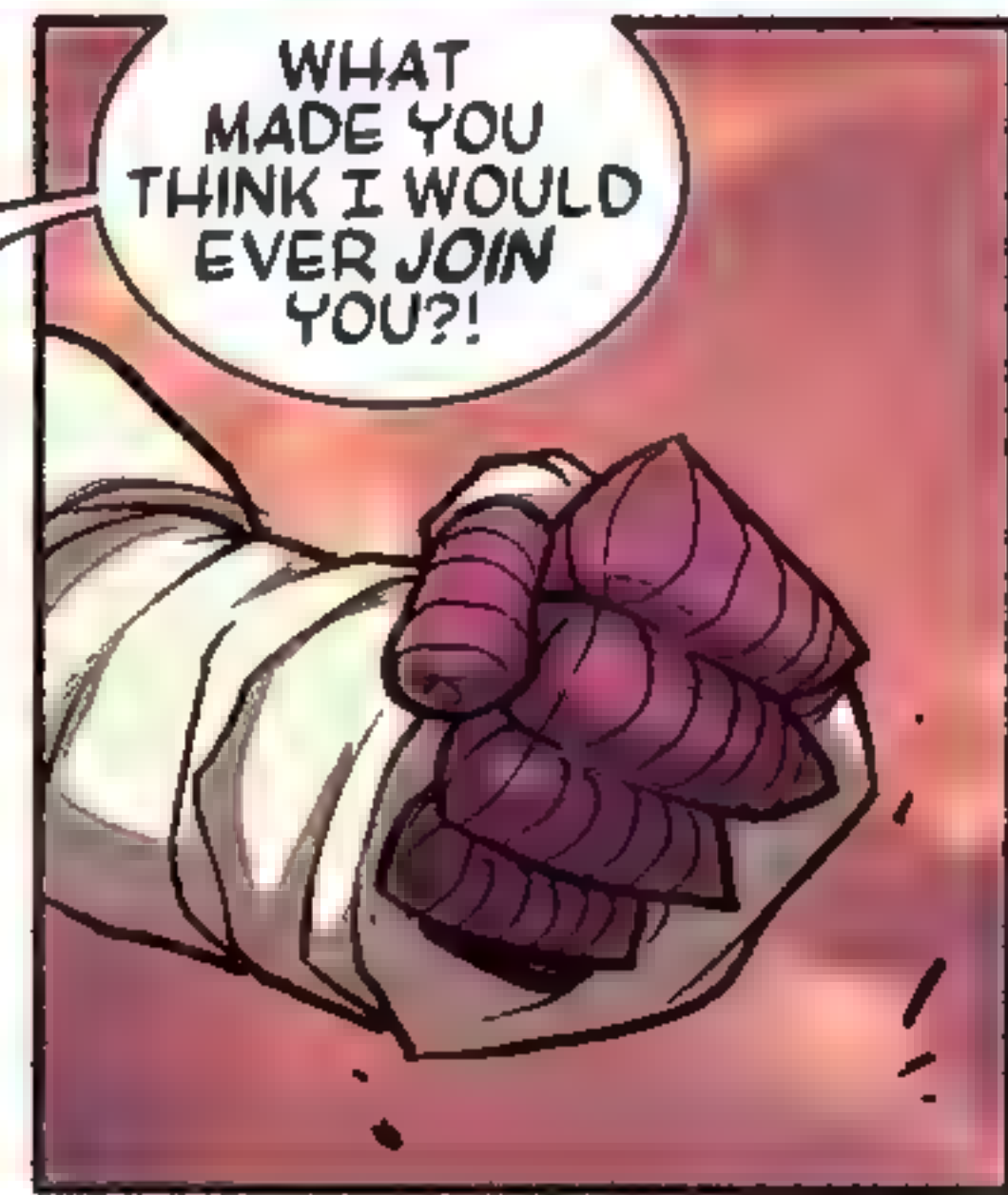
I LOVED
HER! SHE RAISED
ME! SHE WAS MY
MOTHER!

BUT I
AM YOUR
MOTHER.



DON'T YOU DARE
SAY THAT.

YOU MEAN
NOTHING TO
ME. YOU MAKE
ME SICK.



WHAT
MADE YOU
THINK I WOULD
EVER JOIN
YOU?!



IT WAS
YOU WHO
CAME TO
US.

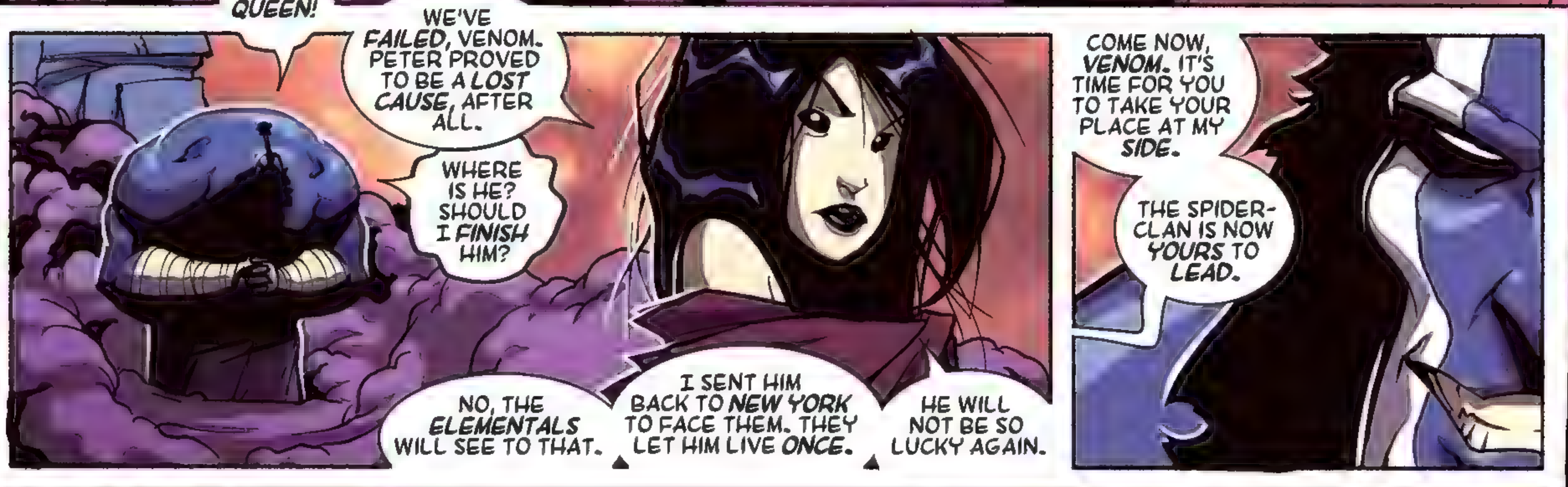


I CAME
LOOKING FOR
ANSWERS!



FOOLISH
CHILD...

BE
GONE
WITH
YOU.



MY
QUEEN!

WE'VE
FAILED, VENOM.
PETER PROVED
TO BE A LOST
CAUSE, AFTER
ALL.

WHERE
IS HE?
SHOULD
I FINISH
HIM?

NO, THE
ELEMENTALS
WILL SEE TO THAT.

I SENT HIM
BACK TO NEW YORK
TO FACE THEM. THEY
LET HIM LIVE ONCE.

HE WILL
NOT BE SO
LUCKY AGAIN.

COME NOW,
VENOM. IT'S
TIME FOR YOU
TO TAKE YOUR
PLACE AT MY
SIDE.

THE SPIDER-
CLAN IS NOW
YOURS TO
LEAD.

BWAAAAA



WHAT THE--?!



BACK IN NEW YORK... BUT HOW...?

IS THAT --?



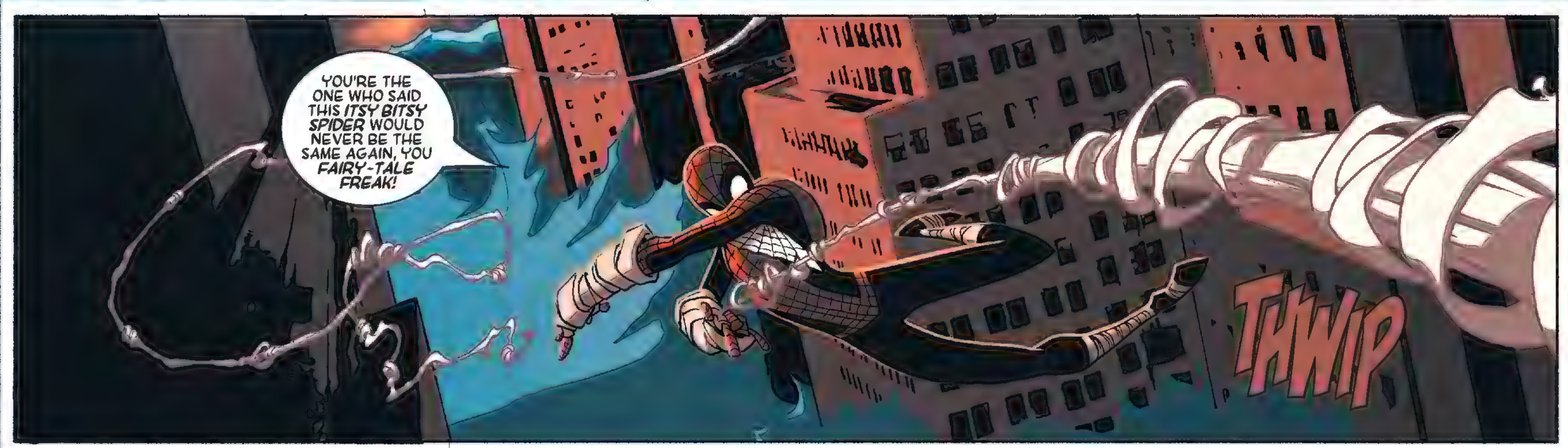
LOOKS LIKE I'VE GOT BIGGER PROBLEMS AT THE MOMENT...



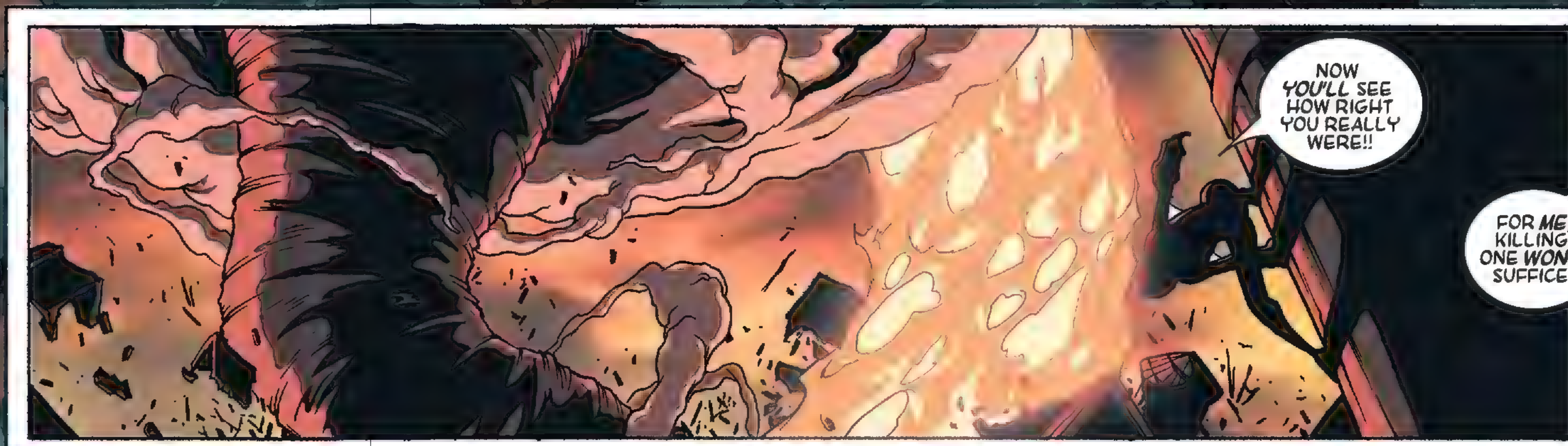
SO YOU
CHOSE NOT
TO HEED OUR
WARNING,
SPIDER?



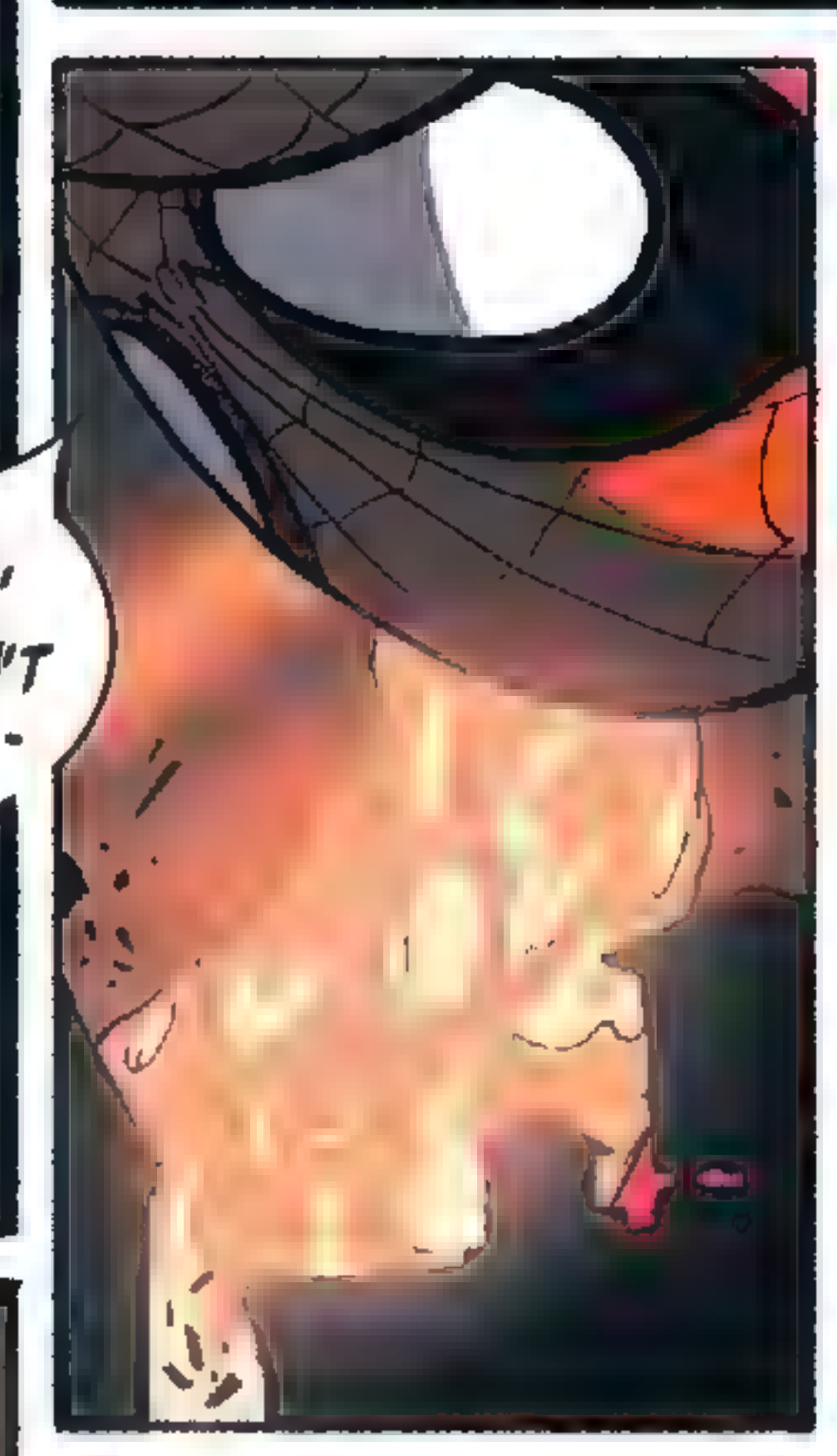
TOO
BAD FOR
YOU. NOW
YOU'LL TASTE
OUR TRUE
POWER!



YOU'RE THE
ONE WHO SAID
THIS ITSY BITSY
SPIDER WOULD
NEVER BE THE
SAME AGAIN, YOU
FAIRY-TALE
FREAK!



NOW
YOU'LL SEE
HOW RIGHT
YOU REALLY
WERE!!



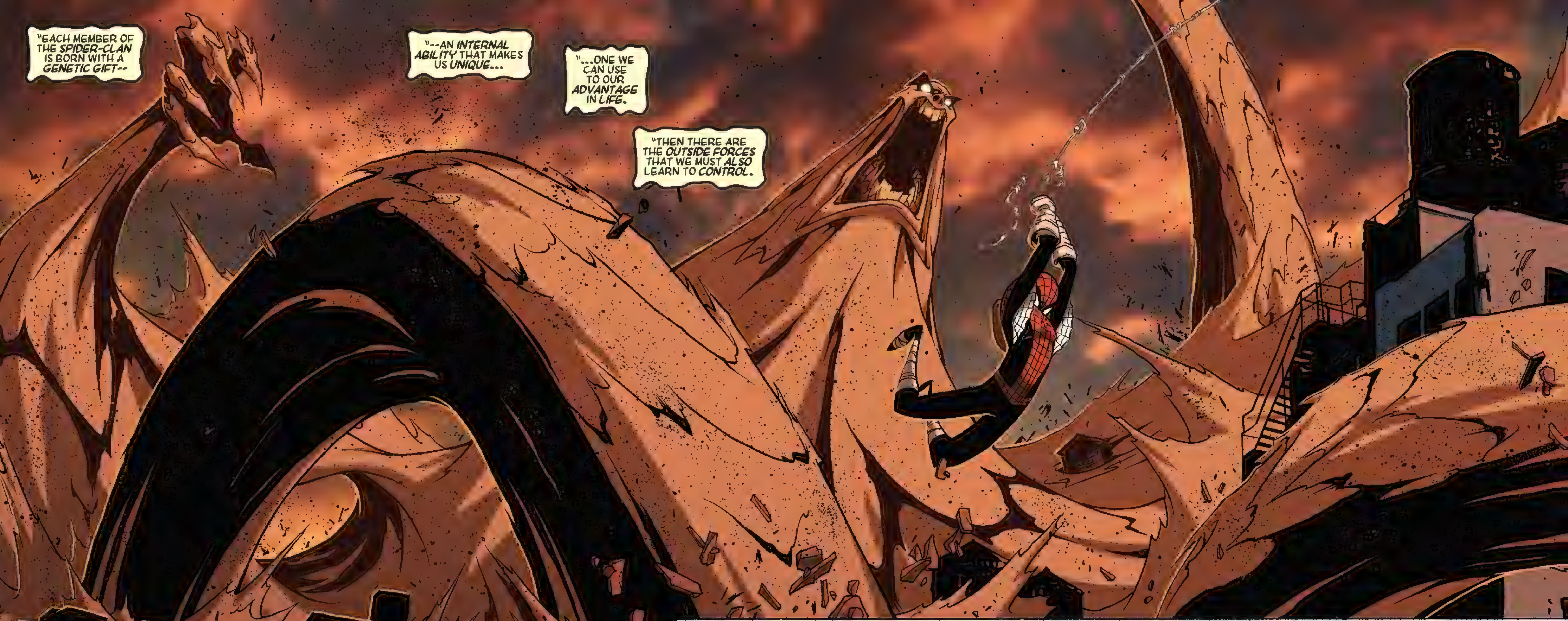
FOR ME,
KILLING
ONE WON'T
SUFFICE.

"EACH MEMBER OF THE SPIDER-CLAN IS BORN WITH A GENETIC GIFT--

"--AN INTERNAL ABILITY THAT MAKES US UNIQUE...

"...ONE WE CAN USE TO OUR ADVANTAGE IN LIFE.

"THEN THERE ARE THE OUTSIDE FORCES THAT WE MUST ALSO LEARN TO CONTROL.



"THIS IS THE POWER THAT COMES FROM WITHIN US.

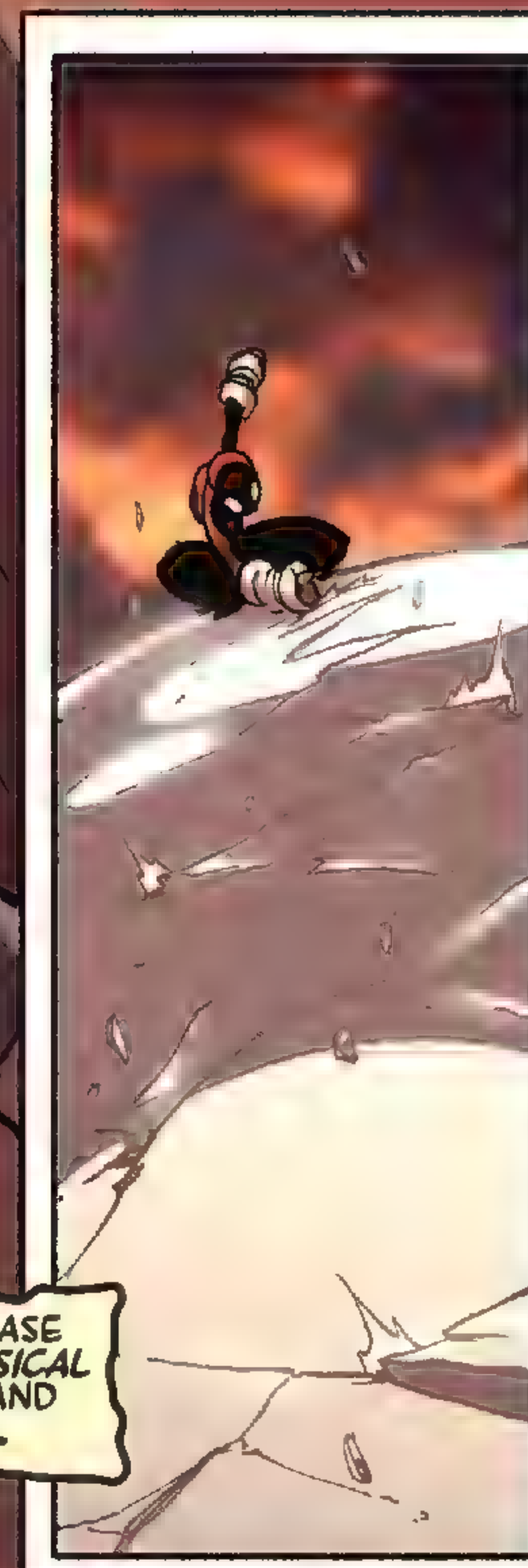


"THE SPIDER-CLAN'S
GREATEST STRENGTH
IS THAT WE ARE ALL
CONNECTED TO THE
WEB OF LIFE."

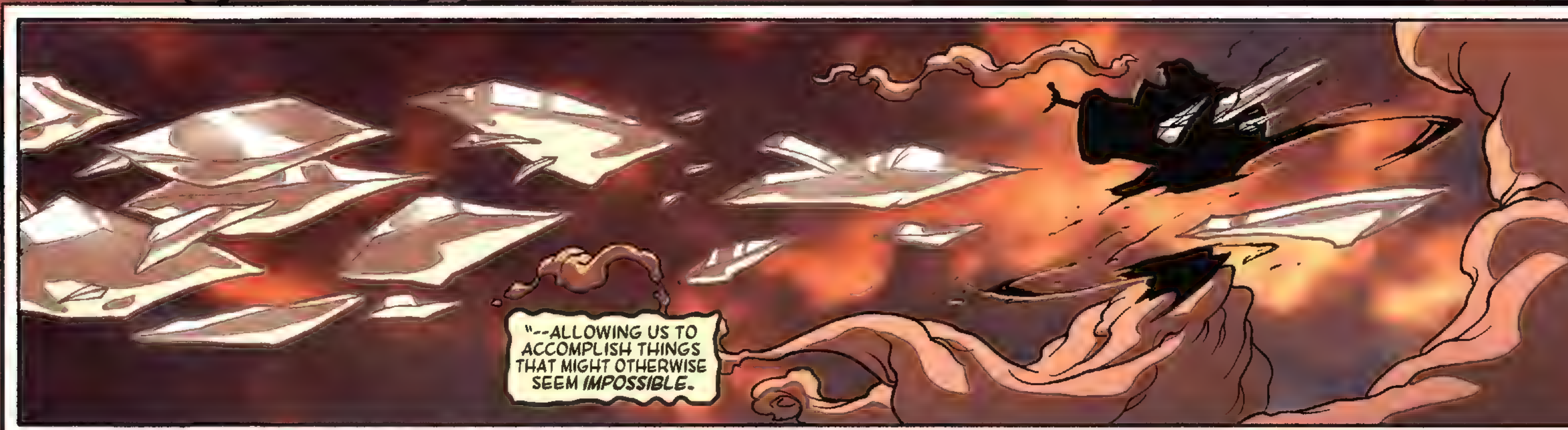


"WE CAN DRAW ON
THE LIFE FORCES
OF ALL THOSE IN
TUNE WITH THE WEB..."

"...TO INCREASE
OUR OWN PHYSICAL
STRENGTH AND
ABILITIES."



"THE WEB OF LIFE
ENHANCES AND
EMPOWERS--"



"HOWEVER, IT IS
WHEN WE *COMBINE*
THESE POWERS...

"...WHEN THE
ABILITIES FROM
WITHIN MEET
THE FORCES
FROM *WITHOUT*...

"THAT IS WHEN WE
OF THE SPIDER-CLAN
BECOME OUR MOST
POWERFUL.

"OUR MOST
DANGEROUS.

"OUR MOST
DEADLY."

MOE.





SO NOW
I KNOW THE
TRUTH.

Ben Parker
May Parker
Loving Parents



AND I
UNDERSTAND
WHY YOU TWO
KEPT IT FROM
ME.

MY MOTHER
IS AN EVIL WOMAN,
AND I WAS BETTER
OFF NOT KNOWING
ANYTHING ABOUT
HER.

BUT IF I HAD
KNOWN, MAYBE
I COULD HAVE
DONE SOMETHING.
MAYBE SHE WOULD
HAVE LEFT US
ALONE!



MAYBE
YOU'D
STILL BE
ALIVE.



I HAVE TO GO NOW.
I'M NOT SURE WHERE...
BUT SOMEWHERE FAR
AWAY.

I'M NOT JUST
A DANGER TO THE
PEOPLE I KNOW
AND LOVE. I'M
A DANGER TO
EVERYONE.

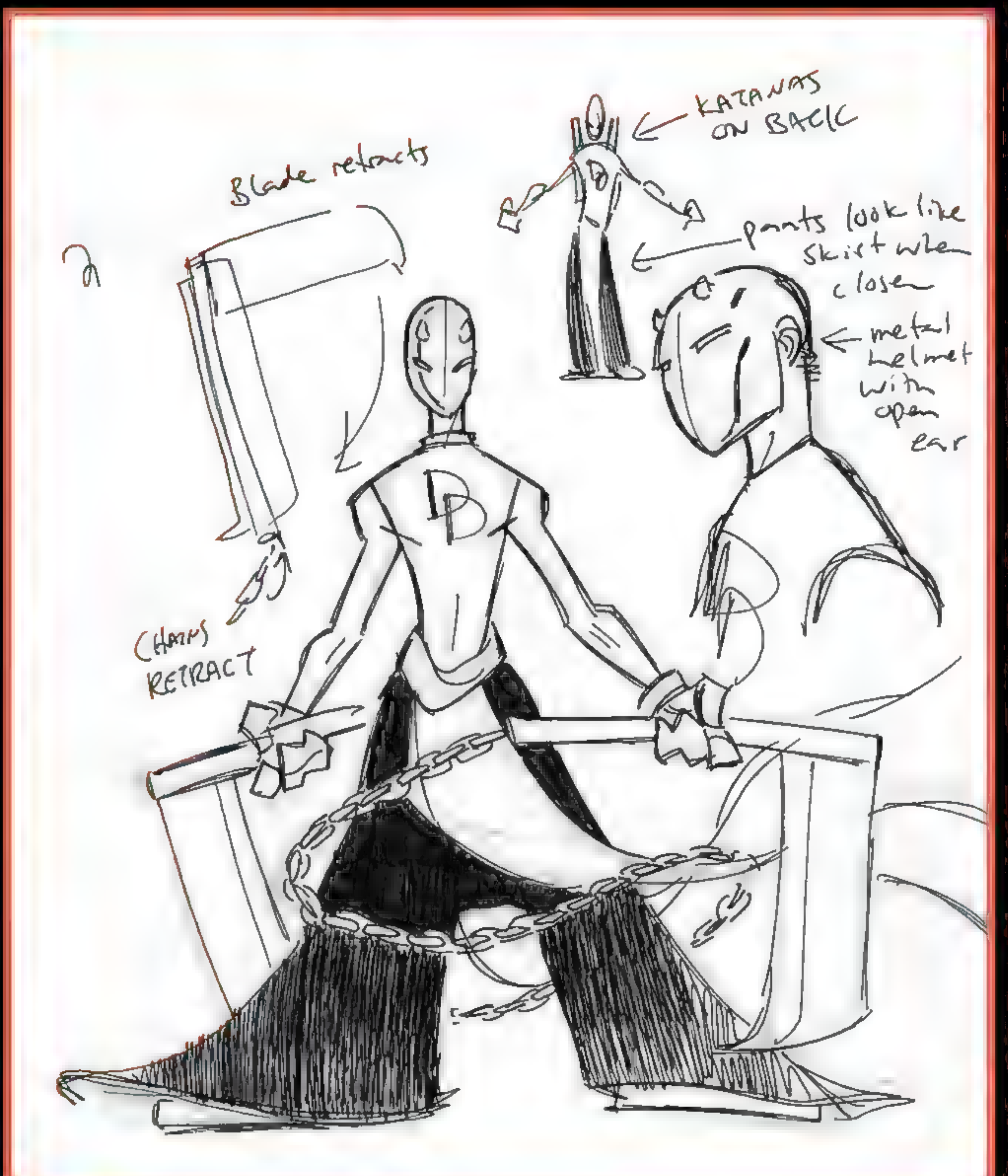
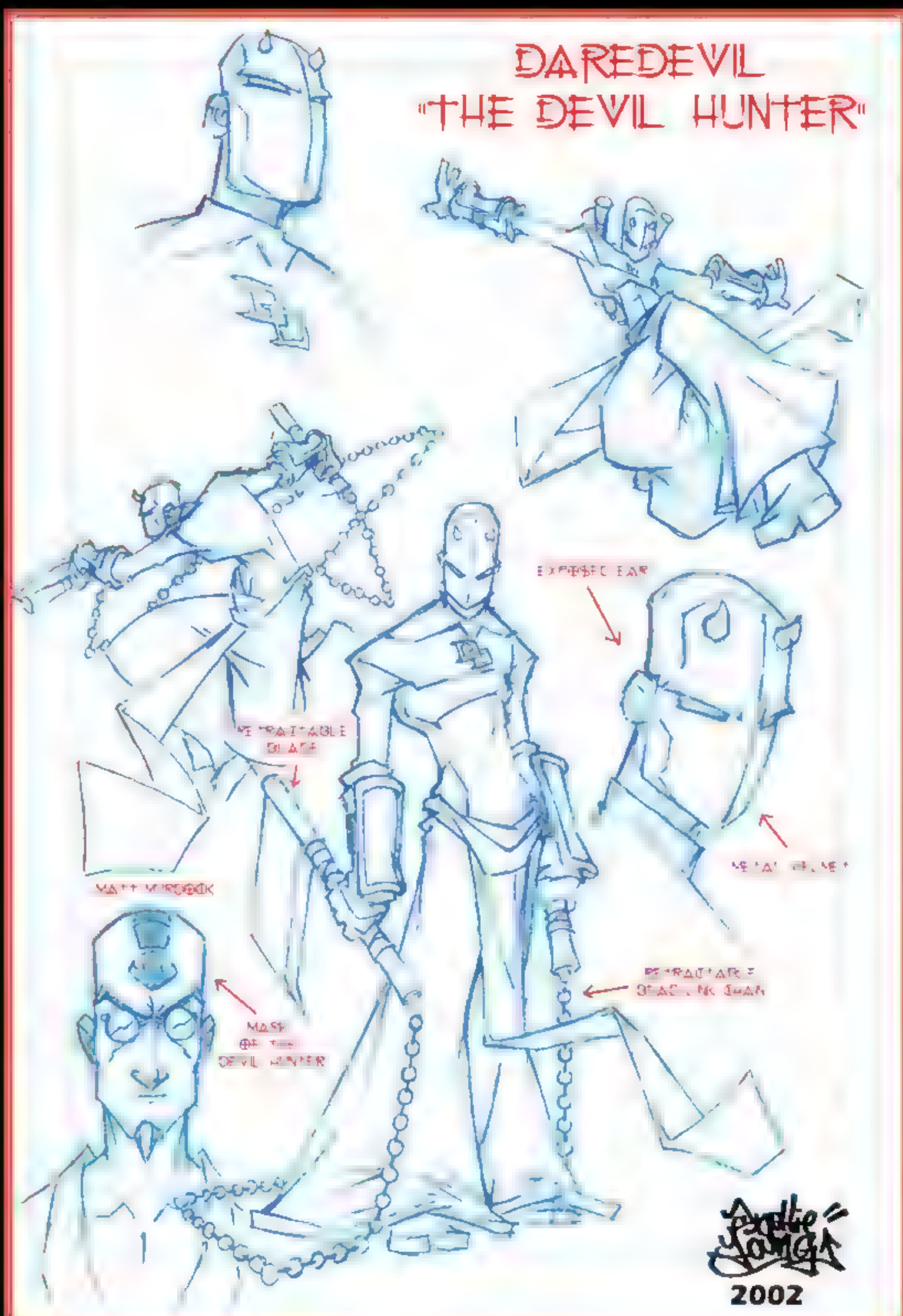
I'M A THREAT
TO THIS CITY AND
EVERYONE IN IT. ANYONE
AROUND ME IS AT RISK.

AFTER ALL
THE DAMAGE
I'VE CAUSED.
AFTER ALL THE
PEOPLE I'VE
KILLED...

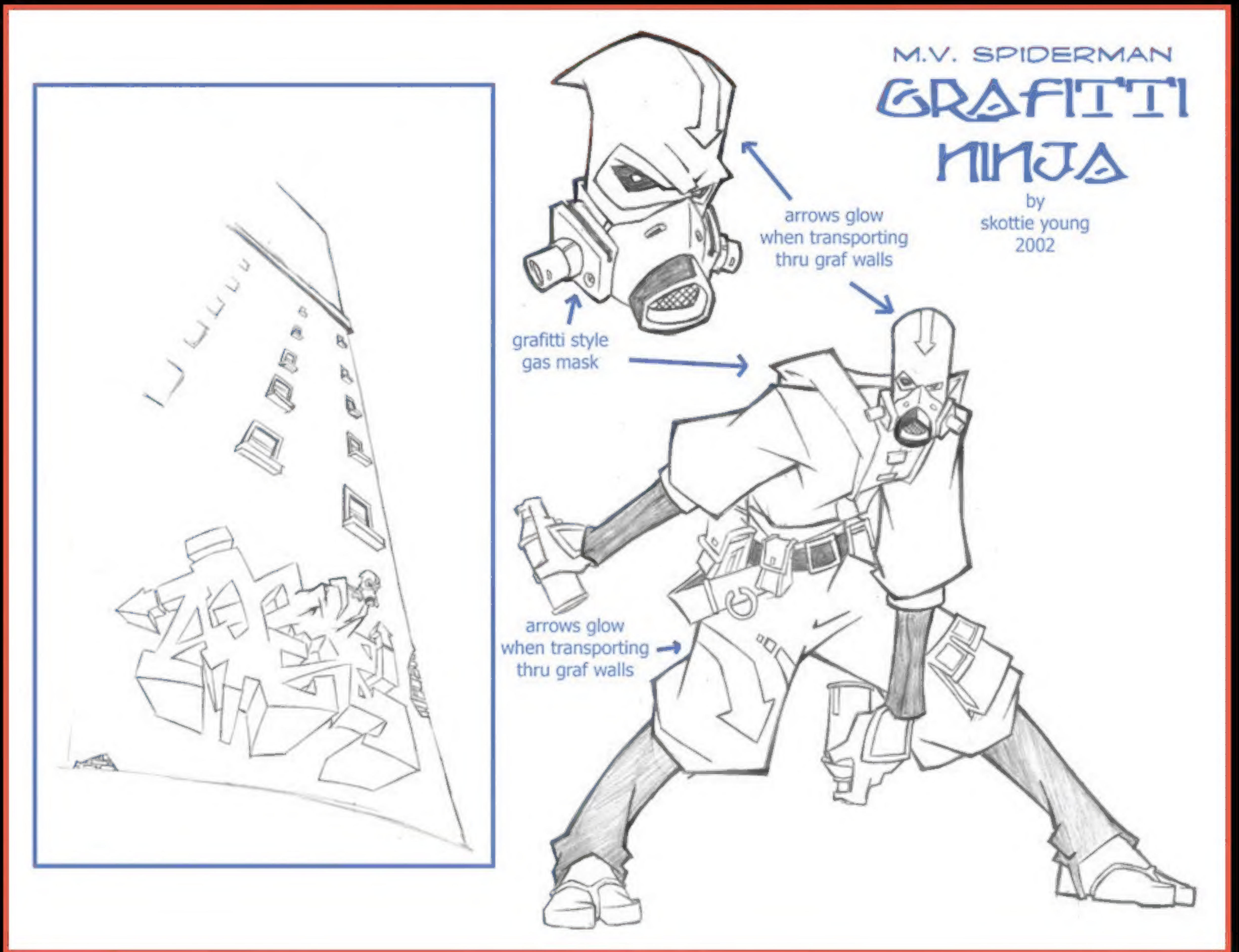


...THE WORLD
IS BETTER
OFF WITHOUT
SPIDER-MAN.

The End.



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